

FreightCar America, Inc.  
Form 10-Q  
May 09, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

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

**For the Quarterly Period Ended March 31, 2014**

**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)**

|   |  |
|---|--|
| <b>Delaware</b><br><b>(State or other jurisdiction of</b>                   | <b>25-1837219</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation or organization)</b>                                       | <b>Identification No.)</b>                   |
| <b>Two North Riverside Plaza, Suite 1300</b>                                |  |
| <b>Chicago, Illinois</b><br><b>(Address of principal executive offices)</b> | <b>60606</b><br><b>(Zip Code)</b>            |
| <b>(800) 458-2235</b>   |  |
| <b>(Registrant's telephone number, including area code)</b>                 |  |

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

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

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

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/>   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

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

As of April 30, 2014, there were 12,056,415 shares of the registrant's common stock outstanding.

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**FREIGHTCAR AMERICA, INC.**

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

|  | <b>March 31, 2014</b>                                  | <b>December 31, 2013</b> |
|--|--|--------------------------|
|  | <i>(In thousands, except share and per share data)</i> |                          |
| <b>Assets</b>  |  |                          |
| Current assets   |  |                          |
| Cash and cash equivalents  | \$ 83,820  | \$ 145,506               |
| Restricted cash and restricted certificates of deposit                                       | 5,227  | 7,780                    |
| Marketable securities  | 53,989   | 38,988                   |
| Accounts receivable, net of allowance for doubtful accounts of \$303 and \$221, respectively | 8,700  | 4,034                    |
| Inventories, net   | 83,152   | 66,340                   |
| Inventory on lease   | 25,676   | 16,955                   |
| Other current assets   | 8,523  | 6,768                    |
| Deferred income taxes, net   | 11,017   | 11,017                   |
| <b>Total current assets</b>  | <b>280,104</b>   | <b>297,388</b>           |
| Property, plant and equipment, net   | 39,219   | 39,396                   |
| Railcars available for lease, net  | 35,850   | 36,110                   |
| Goodwill   | 22,128   | 22,128                   |
| Deferred income taxes, net   | 24,585   | 19,758                   |
| Other long-term assets   | 3,050  | 2,939                    |
| <b>Total assets</b>  | <b>\$ 404,936</b>                                      | <b>\$ 417,719</b>        |
| <b>Liabilities and Stockholders Equity</b>   |  |                          |
| Current liabilities  |  |                          |
| Accounts and contractual payables  | \$ 20,059  | \$ 16,016                |
| Accrued payroll and employee benefits  | 4,516  | 3,981                    |
| Accrued postretirement benefits  | 413  | 413                      |
| Accrued warranty   | 7,039  | 6,957                    |
| Customer deposits  | 80,898   | 91,771                   |
| Customer advance   | 18,896   | 19,037                   |
| Other current liabilities  | 6,349  | 9,053                    |
| <b>Total current liabilities</b>   | <b>138,170</b>   | <b>147,228</b>           |
| Accrued pension costs  | 540  | 845                      |
| Accrued postretirement benefits, less current portion  | 63,558   | 62,899                   |

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|  |                   |                   |
|--|-------------------|-------------------|
| Accrued taxes and other long-term liabilities  | 7,216             | 4,212             |
| <b>Total liabilities</b>   | <b>209,484</b>    | <b>215,184</b>    |
| Stockholders' equity   |                   |                   |
| Preferred stock, \$0.01 par value, 2,500,000 shares authorized<br>(100,000 shares each designated as Series A voting and Series B<br>non-voting, 0 shares issued and outstanding at March 31, 2014<br>and December 31, 2013) |                   |                   |
| Common stock, \$0.01 par value, 50,000,000 shares authorized,<br>12,731,678 shares issued at March 31, 2014 and December 31,<br>2013   | 127               | 127               |
| Additional paid in capital   | 99,262            | 99,265            |
| Treasury stock, at cost, 675,700 and 682,264 shares at March 31,<br>2014 and December 31, 2013, respectively   | (30,511)          | (30,970)          |
| Accumulated other comprehensive loss   | (14,999)          | (15,132)          |
| Retained earnings  | 141,573           | 149,245           |
| <b>Total stockholders' equity</b>  | <b>195,452</b>    | <b>202,535</b>    |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 404,936</b> | <b>\$ 417,719</b> |

See Notes to Condensed Consolidated Financial Statements (Unaudited).

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

|  | <b>Three Months Ended March 31,</b>                    |             |
|--|--|-------------|
|  | <b>2014</b>  | <b>2013</b> |
|  | <i>(In thousands, except share and per share data)</i> |             |
| Revenues   | \$ 56,086  | \$ 87,615   |
| Cost of sales                                      | 59,238   | 82,646      |
| Gross (loss) profit                                | (3,152)  | 4,969       |
| Selling, general and administrative expenses       | 8,403  | 4,431       |
| Gain on sale of railcars available for lease       | (14)   | (14)        |
| Operating (loss) income                            | (11,541)   | 552         |
| Interest expense and deferred financing costs      | (286)  | (98)        |
| Other income                                       | 28   | 14          |
| Income (loss) before income taxes                  | (11,799)   | 468         |
| Income tax (benefit) provision                     | (4,850)  | 3,112       |
| Net loss   | \$ (6,949)   | \$ (2,644)  |
| Net loss per common share basic                    | \$ (0.58)  | \$ (0.22)   |
| Net loss per common share diluted                  | \$ (0.58)  | \$ (0.22)   |
| Weighted average common shares outstanding basic   | 11,989,527   | 11,943,423  |
| Weighted average common shares outstanding diluted | 11,989,527   | 11,943,423  |
| Dividends declared per common share                | \$ 0.06  | \$ 0.06     |

*See Notes to Condensed Consolidated Financial Statements (Unaudited).*

**Table of Contents****FreightCar America, Inc.****Condensed Consolidated Statements of Comprehensive (Loss) Income****(Unaudited)**

|  | <b>Three Months Ended March 31,</b> |             |
|--|-------------------------------------|-------------|
|  | <b>2014</b>                         | <b>2013</b> |
|  | <i>(In thousands)</i>               |             |
| Net loss   | \$ (6,949)                          | \$ (2,644)  |
| Other comprehensive income:                      |                                     |             |
| Pension liability adjustments, net of tax        | 34                                  | 85          |
| Postretirement liability adjustments, net of tax | 99                                  | 138         |
| Other comprehensive income                       | 133                                 | 223         |
| Comprehensive loss                               | \$ (6,816)                          | \$ (2,421)  |

*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)

|   | Common Stock |        | Additional<br>Paid In<br>Capital | Treasury Stock |             | Accumulated<br>Other<br>Comprehensive<br>Retained |            | Total<br>Stockholders<br>Equity |
|---|--------------|--------|----------------------------------|----------------|-------------|---|------------|---------------------------------|
|   | Shares       | Amount |                                  | Shares         | Amount      | Loss  | Earnings   |                                 |
| <b>Balance,<br/>December 31,<br/>2012</b>   | 12,731,678   | \$ 127 | \$ 100,402                       | (752,167)      | \$ (34,488) | \$ (26,139)                                       | \$ 171,429 | \$ 211,331                      |
| Net loss                                    |              |        |                                  |                |             |   | (2,644)    | (2,644)                         |
| Other<br>comprehensive<br>income            |              |        |                                  |                |             | 223   |            | 223                             |
| Restricted stock<br>awards                  |              |        | (2,281)                          | 49,740         | 2,281       |   |            |                                 |
| Employee<br>restricted stock<br>settlement  |              |        |                                  | (2,212)        | (54)        |   |            | (54)                            |
| Forfeiture of<br>restricted stock<br>awards |              |        | 48                               | (2,216)        | (48)        |   |            |                                 |
| Stock-based<br>compensation<br>recognized   |              |        | 498                              |                |             |   |            | 498                             |
| Cash dividends                              |              |        |                                  |                |             |   | (722)      | (722)                           |
| <b>Balance,<br/>March 31, 2013</b>          | 12,731,678   | \$ 127 | \$ 98,667                        | (706,855)      | \$ (32,309) | \$ (25,916)                                       | \$ 168,063 | \$ 208,632                      |
| <b>Balance,<br/>December 31,<br/>2013</b>   | 12,731,678   | \$ 127 | \$ 99,265                        | (682,264)      | \$ (30,970) | \$ (15,132)                                       | \$ 149,245 | \$ 202,535                      |
| Net loss                                    |              |        |                                  |                |             |   | (6,949)    | (6,949)                         |
| Other<br>comprehensive<br>income            |              |        |                                  |                |             | 133   |            | 133                             |
| Stock options<br>exercised                  |              |        | (119)                            | 5,400          | 245         |   |            | 126                             |
|   |              |        | (424)                            | 9,400          | 424         |   |            |                                 |



|                                      |            |        |           |           |            |            |            |  |            |
|--------------------------------------|------------|--------|-----------|-----------|------------|------------|------------|--|------------|
| Restricted stock awards              |            |        |           |           |            |            |            |  |            |
| Employee restricted stock settlement |            |        |           | (8,236)   | (210)      |            |            |  | (210)      |
| Stock-based compensation recognized  |            |        | 540       |           |            |            |            |  | 540        |
| Cash dividends                       |            |        |           |           |            |            | (723)      |  | (723)      |
| <b>Balance, March 31, 2014</b>       | 12,731,678 | \$ 127 | \$ 99,262 | (675,700) | \$(30,511) | \$(14,999) | \$ 141,573 |  | \$ 195,452 |

See Notes to Condensed Consolidated Financial Statements (Unaudited).

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

|  | <b>Three Months Ended March 31,</b> |                 |
|--|-------------------------------------|-----------------|
|  | <b>2014</b>                         | <b>2013</b>     |
|  | <i>(In thousands)</i>               |                 |
| <b>Cash flows from operating activities</b>  |                                     |                 |
| Net loss   | \$ (6,949)                          | \$ (2,644)      |
| Adjustments to reconcile net loss to net cash flows used in operating activities     |                                     |                 |
| Depreciation and amortization  | 2,494                               | 2,223           |
| Gain on sale of railcars available for lease   | (14)                                | (14)            |
| Other non-cash items, net  | 438                                 | (242)           |
| Deferred income taxes  | (4,899)                             | 2,888           |
| Stock-based compensation recognized  | 540                                 | 498             |
| Changes in operating assets and liabilities:   |                                     |                 |
| Accounts receivable  | (4,666)                             | 2,204           |
| Inventories  | (17,047)                            | (1,745)         |
| Inventory on lease   | (8,721)                             |                 |
| Other assets   | (1,070)                             | (173)           |
| Accounts and contractual payables  | 3,644                               | (15,004)        |
| Accrued payroll and employee benefits  | 535                                 | (3,108)         |
| Income taxes receivable/payable  | 115                                 | 345             |
| Accrued warranty   | 82                                  | (157)           |
| Customer deposits and other current liabilities                                      | (10,595)                            | (7,545)         |
| Deferred revenue, non-current  | (7)                                 | (15)            |
| Accrued pension costs and accrued postretirement benefits                            | 487                                 | (549)           |
| <b>Net cash flows used in operating activities</b>                                   | <b>(45,633)</b>                     | <b>(23,038)</b> |
| <b>Cash flows from investing activities</b>  |                                     |                 |
| Restricted cash deposits   |                                     | (2,039)         |
| Restricted cash withdrawals  | 2,553                               | 13,770          |
| Purchase of securities held to maturity  | (20,993)                            | (8,995)         |
| Proceeds from securities held to maturity  | 6,000                               | 9,000           |
| Proceeds from sale of property, plant and equipment and railcars available for lease | 50                                  |                 |
| Purchases of property, plant and equipment   | (2,511)                             | (13,354)        |
| <b>Net cash flows used in investing activities</b>                                   | <b>(14,901)</b>                     | <b>(1,618)</b>  |
| <b>Cash flows from financing activities</b>  |                                     |                 |
| Stock option exercise  | 126                                 |                 |
| Employee restricted stock settlement   | (210)                               | (54)            |

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|  |           |           |
|--|-----------|-----------|
| Cash dividends paid to stockholders              | (723)     | (722)     |
| Repayment of customer advance                    | (345)     |           |
| Net cash flows used in financing activities      | (1,152)   | (776)     |
| Net decrease in cash and cash equivalents        | (61,686)  | (25,432)  |
| Cash and cash equivalents at beginning of period | 145,506   | 98,509    |
| Cash and cash equivalents at end of period       | \$ 83,820 | \$ 73,077 |
| <b>Supplemental cash flow information:</b>       |           |           |
| Interest paid                                    | \$ 16     | \$ 56     |
| Income taxes paid                                | \$        | \$        |
| Income tax refunds received                      | \$        | \$        |

*See Notes to Condensed Consolidated Financial Statements (Unaudited).*

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**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. ( FreightCar ) operates primarily in North America through its direct and indirect subsidiaries, JAC Operations, Inc. ( Operations ), Johnstown America, LLC ( JA LLC ), Freight Car Services, Inc. ( FCS ), JAIX Leasing Company ( JAIX ), FreightCar Roanoke, LLC ( FCR ), FreightCar Mauritius Ltd. ( Mauritius ), FreightCar Rail Services, LLC ( FCRS ), FreightCar Short Line, Inc. ( Short Line ) and FreightCar Alabama, LLC ( FCAL ) (herein collectively referred to as the Company ), and manufactures a wide range of railroad freight cars, supplies railcar parts, leases freight cars and provides railcar maintenance and repairs. The Company designs and builds high-quality railcars, including coal cars, bulk commodity cars, covered hopper cars, intermodal and non-intermodal flat cars, mill gondola cars, coil steel cars and motor vehicle carriers. The Company is headquartered in Chicago, Illinois and has facilities in the following locations: Cherokee, Alabama; Danville, Illinois; Grand Island, Nebraska; Hastings, Nebraska; Johnstown, Pennsylvania; 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 or Delaware limited liability companies except Mauritius, which is incorporated in Mauritius. The Company s direct and indirect subsidiaries are all wholly owned.

**Note 2 Basis of Presentation**

The accompanying condensed consolidated financial statements include the accounts of FreightCar America, Inc. and subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The foregoing financial information has been prepared in accordance with the accounting principles generally accepted in the United States of America ( GAAP ) and rules and regulations of the Securities and Exchange Commission (the SEC ) for interim financial reporting. The preparation of the financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. The results of operations for the three months ended March 31, 2014 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 2013 year-end balance sheet data was derived from the audited financial statements as of December 31, 2013. 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, 2013.

**Note 3 Recent Accounting Pronouncements**

In April 2014, the Financial Accounting Standards Board issued ASU 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity; ( ASU 2014-08 ). ASU 2014-08 changes the criteria for reporting discontinued

operations and expands disclosures about discontinued operations. Under the new guidance, only disposals representing a strategic shift that has (or will have) a major effect on an entity's operations should be presented as discontinued operations when the component of an entity or group of components of an entity is classified as held for sale or is disposed of by sale or other means. Examples include a disposal of operations in a major geographic area, a major line of business or a major equity method investment. This standard is effective prospectively for reporting periods beginning after December 15, 2014 (early adoption is permitted only for disposals that have not been previously reported). The adoption of these changes is not expected to have a material impact on the consolidated financial position, results of operations or cash flows of the Company.

**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 and parts sales. Corporate includes selling, general and administrative expenses not related to production of goods and services, retiree pension and other postretirement benefit costs, and all other non-operating activity.

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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 accounts, 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.

|  | <b>Three Months Ended March 31,</b> |                  |
|--|-------------------------------------|------------------|
|  | <b>2014</b>                         | <b>2013</b>      |
| <b>Revenues:</b>   |                                     |                  |
| Manufacturing  | \$ 48,002                           | \$ 77,722        |
| Services   | 8,084                               | 9,893            |
| <b>Consolidated revenues</b>                               | <b>\$ 56,086</b>                    | <b>\$ 87,615</b> |
| <b>Operating (loss) income:</b>                            |                                     |                  |
| Manufacturing  | \$ (5,034)                          | \$ 2,092         |
| Services   | (340)                               | 1,289            |
| Corporate  | (6,167)                             | (2,829)          |
| <b>Consolidated operating (loss) income</b>                | <b>(11,541)</b>                     | <b>552</b>       |
| Consolidated interest expense and deferred financing costs | (286)                               | (98)             |
| Consolidated other income                                  | 28                                  | 14               |
| <b>Consolidated income (loss) before income taxes</b>      | <b>\$ (11,799)</b>                  | <b>\$ 468</b>    |
| <b>Depreciation and amortization:</b>                      |                                     |                  |
| Manufacturing  | \$ 1,671                            | \$ 1,365         |
| Services   | 411                                 | 520              |
| Corporate  | 412                                 | 338              |
| <b>Consolidated depreciation and amortization</b>          | <b>\$ 2,494</b>                     | <b>\$ 2,223</b>  |
| <b>Capital expenditures:</b>                               |                                     |                  |
| Manufacturing  | \$ 2,242                            | \$ 12,709        |
| Services   | 175                                 | 526              |
| Corporate  | 94                                  | 119              |
| <b>Consolidated capital expenditures</b>                   | <b>\$ 2,511</b>                     | <b>\$ 13,354</b> |

|   | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---|---------------------------|------------------------------|
| <b>Assets:</b>                                |                           |                              |
| Manufacturing                                 | \$ 191,793                | \$ 161,221                   |
| Services                                      | 22,141                    | 21,026                       |
| Corporate                                     | 154,274                   | 203,571                      |
| <b>Total operating assets</b>                 | <b>368,208</b>            | <b>385,818</b>               |
| Consolidated income taxes receivable          | 1,126                     | 1,126                        |
| Consolidated deferred income taxes, current   | 11,017                    | 11,017                       |
| Consolidated deferred income taxes, long-term | 24,585                    | 19,758                       |
| <b>Consolidated assets</b>                    | <b>\$ 404,936</b>         | <b>\$ 417,719</b>            |

**Table of Contents****Note 5 Fair Value Measurements**

The Company's current investment policy is to invest in cash, certificates of deposit, U.S. Treasury securities, U.S. government agency obligations and money market funds invested in U.S. government securities. Investments as of March 31, 2014 have remaining maturities of up to nine months.

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.

| <b>Recurring Fair Value Measurements</b>  | <b>As of March 31, 2014</b> |                |                | <b>Total</b> |
|---|-----------------------------|----------------|----------------|--------------|
|   | <b>Level 1</b>              | <b>Level 2</b> | <b>Level 3</b> |              |
| <b>ASSETS:</b>                            |                             |                |                |              |
| Cash equivalents                          | \$ 51                       | \$             | \$             | \$ 51        |
| U.S. Treasury securities held to maturity | \$ 53,989                   | \$             | \$             | \$ 53,989    |
| Restricted certificates of deposit        | \$ 4,605                    | \$             | \$             | \$ 4,605     |

| <b>Recurring Fair Value Measurements</b>  | <b>As of December 31, 2013</b> |                |                | <b>Total</b> |
|---|--------------------------------|----------------|----------------|--------------|
|   | <b>Level 1</b>                 | <b>Level 2</b> | <b>Level 3</b> |              |
| <b>ASSETS:</b>                            |                                |                |                |              |
| Cash equivalents                          | \$ 48                          | \$             | \$             | \$ 48        |
| U.S. Treasury securities held to maturity | \$ 38,988                      | \$             | \$             | \$ 38,988    |
| Restricted certificates of deposit        | \$ 4,605                       | \$             | \$             | \$ 4,605     |

**Note 6 Inventories**

Inventories, net of reserve for excess and obsolete items, consist of the following:

|                                      | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|--------------------------------------|---------------------------|------------------------------|
| Work in progress                     | \$ 59,022                 | \$ 43,643                    |
| Finished new railcars                | 18,135                    | 16,798                       |
| Used railcars acquired upon trade-in | 105                       | 105                          |
| Parts and service inventory          | 5,890                     | 5,794                        |
| <b>Total inventories</b>             | <b>\$ 83,152</b>          | <b>\$ 66,340</b>             |

Inventory on the Company's condensed consolidated balance sheets includes reserves of \$1,847 and \$1,793 relating to excess or slow-moving inventory for parts and work in progress at March 31, 2014 and December 31, 2013, respectively.

**Note 7 Leased Railcars**

Inventory on lease was \$25,676 and \$16,955 at March 31, 2014 and December 31, 2013, respectively. Railcars available for lease, net at March 31, 2014 was \$35,850 (cost of \$41,389 and accumulated depreciation of \$5,539) and



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at December 31, 2013 was \$36,110 (cost of \$41,389 and accumulated depreciation of \$5,279). The Company's lease utilization rate for railcars in its lease fleet was 100% at each of March 31, 2014 and December 31, 2013.

Leased railcars at March 31, 2014 are subject to lease agreements with external customers with terms of up to seven years and are accounted for as operating leases.

Future minimum rental revenues on leased railcars at March 31, 2014 are as follows:

|                                      |          |
|--------------------------------------|----------|
| Nine months ending December 31, 2014 | \$ 3,607 |
| Year ending December 31, 2015        | 1,344    |
| Year ending December 31, 2016        | 1,256    |
| Year ending December 31, 2017        | 1,198    |
| Year ending December 31, 2018        | 551      |
| Thereafter                           | 1,239    |
|                                      | \$ 9,195 |

**Table of Contents****Note 8 Property, Plant and Equipment**

Property, plant and equipment consists of the following:

|   | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|---|---------------------------|------------------------------|
| Buildings and improvements  | \$ 10,515                 | \$ 11,076                    |
| Machinery and equipment   | 43,458                    | 42,115                       |
| Software  | 8,126                     | 9,089                        |
| Leasehold improvements  | 5,483                     | 5,483                        |
| Cost of buildings and improvements, leasehold improvements, machinery, equipment and software   | 67,582                    | 67,763                       |
| Less: Accumulated depreciation and amortization   | (32,714)                  | (31,406)                     |
| Buildings and improvements, leasehold improvements, machinery, equipment and software, net of accumulated depreciation and amortization | 34,868                    | 36,357                       |
| Land (including easements)  | 1,976                     | 2,072                        |
| Construction in process   | 2,375                     | 967                          |
| Total property, plant and equipment, net  | \$ 39,219                 | \$ 39,396                    |

As part of the Company's strategic initiative to improve the contribution of its Services business to the Company's results of operations, management evaluated the long-term profitability of each of its railcar maintenance and repair shops during the fourth quarter of 2013 and decided to close its underperforming maintenance and repair shop in Clinton, Indiana. The estimated fair market values, representing the estimated salvage values of buildings, equipment and rail at the facility and the estimated sales value of the associated land, are categorized as held for sale and are included in other current assets in the condensed consolidated balance sheet as of March 31, 2014.

**Note 9 Intangible Assets and Goodwill**

Intangible assets consist of the following:

|  | <b>March 31,<br/>2014</b> | <b>December 31,<br/>2013</b> |
|--|---------------------------|------------------------------|
| Patents                                  | \$ 13,097                 | \$ 13,097                    |
| Accumulated amortization                 | (11,705)                  | (11,557)                     |
| Patents, net of accumulated amortization | 1,392                     | 1,540                        |
| Customer-related intangibles             | 1,194                     | 1,194                        |
| Accumulated amortization                 | (394)                     | (362)                        |

|   |                  |                  |
|---|------------------|------------------|
| Customer-related intangibles, net of accumulated amortization | 800              | 832              |
| <b>Total amortizing intangibles</b>                           | <b>\$ 2,192</b>  | <b>\$ 2,372</b>  |
| Manufacturing segment goodwill                                | \$ 21,521        | \$ 21,521        |
| Services segment goodwill                                     | 607              | 607              |
| <b>Total goodwill</b>   | <b>\$ 22,128</b> | <b>\$ 22,128</b> |

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 three years. Amortization expense related to patents, which is included in cost of sales, was \$148 for each of the three months ended March 31, 2014 and 2013.

Customer-related intangibles are being amortized from the date of acquisition and have a remaining life of 17 years. Amortization expense related to customer intangibles, which is included in selling, general and administrative expenses, was \$32 and \$37 for the three months ended March 31, 2014 and 2013, respectively.

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The estimated future intangible amortization at March 31, 2014 is as follows:

|                                      |                 |
|--------------------------------------|-----------------|
| Nine months ending December 31, 2014 | \$ 539          |
| Year ending December 31, 2015        | 698             |
| Year ending December 31, 2016        | 457             |
| Year ending December 31, 2017        | 91              |
| Year ending December 31, 2018        | 73              |
| Thereafter                           | 334             |
|                                      | <b>\$ 2,192</b> |

**Note 10 Product Warranties**

Warranty terms are based on the negotiated railcar sales contracts. The Company typically warrants that new railcars produced by it will be free from defects in material and workmanship under normal use and service identified for a period of up to five years from the time of sale. The changes in the warranty reserve for the three months ended March 31, 2014 and 2013 are as follows:

|  | <b>Three Months Ended</b> |                 |
|--|---------------------------|-----------------|
|  | <b>March 31,</b>          |                 |
|  | <b>2014</b>               | <b>2013</b>     |
| <b>Balance at the beginning of the period</b>      | \$ 6,957                  | \$ 7,625        |
| Provision for warranties issued during the period  | 202                       | 161             |
| Reductions for payments, cost of repairs and other | (120)                     | (310)           |
| Adjustments to prior warranties                    |                           | (8)             |
| <b>Balance at the end of the period</b>            | <b>\$ 7,039</b>           | <b>\$ 7,468</b> |

**Note 11 Revolving Credit Facility**

The Company entered into a \$50,000 senior secured revolving credit facility (the *Revolving Credit Facility*) pursuant to a Credit Agreement dated as of July 26, 2013 (the *Credit Agreement*) by and among FreightCar and certain of its subsidiaries, as borrowers (together the *Borrowers*), and Bank of America, N.A., as lender. The *Revolving Credit Facility* can be used for general corporate purposes, including working capital. As of March 31, 2014, the Company had no borrowings under the *Revolving Credit Facility*. The *Credit Agreement* also contains a sub-facility for letters of credit not to exceed the lesser of \$30,000 and the amount of the senior secured revolving credit facility at such time. As of March 31, 2014, the Company had \$4,605 in outstanding letters of credit under the *Revolving Credit Facility* and therefore had \$45,395 available for borrowing under the *Revolving Credit Facility*. The *Credit Agreement* has a term ending on July 26, 2016 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 1.50% or at a base rate, as selected by the Company. Base rate loans will bear interest at the highest of (a) the federal funds rate plus 0.50%, (b) the prime rate or (c) LIBOR plus 1.00%. The Company is required to pay a non-utilization fee of between 0.10% and 0.30% on the unused portion of the revolving loan commitment depending on the Company's quarterly average balance of unrestricted cash and the Company's consolidated leverage ratio. Borrowings under the *Revolving Credit Facility* are secured by a first priority perfected security interest in

substantially all of the Borrowers' assets excluding railcars held by the Company's railcar leasing subsidiary, JAIX. The Borrowers also have pledged all of the equity interests in the Company's direct and indirect domestic subsidiaries as security for the Revolving Credit Facility. The Credit Agreement has both affirmative and negative covenants, including, without limitation, a covenant requiring minimum consolidated net liquidity of \$35,000 and limitations on indebtedness, liens and investments. The Credit Agreement also provides for customary events of default.

As of December 31, 2013, the Company had \$4,605 in outstanding letters of credit under the Revolving Credit Facility and therefore had \$45,395 available for borrowing under the Revolving Credit Facility. As of December 31, 2013, the Company had no borrowings under the Revolving Credit Facility.

**Table of Contents****Note 12 Accumulated Other Comprehensive Income (Loss)**

The changes in accumulated other comprehensive income (loss) consist of the following:

|  | Pre-Tax | Tax    | Net of Tax |
|--|---------|--------|------------|
| <b>Three months ended March 31, 2014</b>   |         |        |            |
| Pension liability activity:  |         |        |            |
| Reclassification adjustment for amortization of net loss (pre-tax cost of sales of \$44 and selling, general and administrative expenses of \$9)           | \$ 53   | \$ 19  | \$ 34      |
| Postretirement liability activity:   |         |        |            |
| Reclassification adjustment for amortization of net loss (pre-tax cost of sales of \$83 and selling, general and administrative expenses of \$10)          | 93      | 33     | 60         |
| Reclassification adjustment for amortization of prior service cost (pre-tax cost of sales of \$53 and selling, general and administrative expenses of \$7) | 60      | 21     | 39         |
|  | \$ 206  | \$ 73  | \$ 133     |
| <b>Three months ended March 31, 2013</b>   |         |        |            |
| Pension liability activity:  |         |        |            |
| Reclassification adjustment for amortization of net loss (pre-tax cost of sales of \$118 and selling, general and administrative expenses of \$13)         | \$ 131  | \$ 46  | \$ 85      |
| Postretirement liability activity:   |         |        |            |
| Reclassification adjustment for amortization of net loss (pre-tax cost of sales of \$146 and selling, general and administrative expenses of \$8)          | 154     | 55     | 99         |
| Reclassification adjustment for amortization of prior service cost (pre-tax cost of sales of \$57 and selling, general and administrative expenses of \$3) | 60      | 21     | 39         |
|  | \$ 345  | \$ 122 | \$ 223     |

The components of accumulated other comprehensive loss consist of the following:

|   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| Unrecognized pension cost, net of tax of \$4,235 and \$4,253        | \$ (6,444)        | \$ (6,478)           |
| Unrecognized postretirement cost, net of tax of \$5,352 and \$5,406 | (8,555)           | (8,654)              |

|             |             |
|-------------|-------------|
| \$ (14,999) | \$ (15,132) |
|-------------|-------------|

**Note 13 Stock-Based Compensation**

The Company recognizes stock-based compensation expense for stock option awards based on the fair value of the award on the grant date using the Black-Scholes option valuation model. Expected life in years for all stock options awards 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 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 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. The Company recognizes stock-based compensation for restricted stock awards 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.

Total stock-based compensation for the three months ended March 31, 2014 and 2013, was \$540 and \$498, respectively.

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As of March 31, 2014, there was \$4,024 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 14 Employee Benefit Plans**

The Company has qualified, defined benefit pension plans that were established to provide benefits to certain employees. These plans are frozen and participants are no longer accruing benefits. 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 an expired settlement agreement with the union representing employees at the Company's and its predecessors' Johnstown manufacturing facilities. The terms of that settlement agreement (the 2005 Settlement Agreement) required the Company to pay until November 30, 2012 certain monthly amounts toward the cost of retiree health care coverage. The Company engaged in voluntary negotiations for two years in an effort to reach a consensual agreement related to the expired 2005 Settlement Agreement but no agreements were reached. The Company terminated, effective November 1, 2013, its contributions for medical coverage and life insurance benefits to affected retirees and is seeking declaratory relief to confirm the Company's rights under the Employee Retirement Income Security Act of 1974, as amended (ERISA), to reduce or terminate retiree medical coverage and life insurance benefits pursuant to the plans that were the subject of the 2005 Settlement Agreement. On July 9, 2013, the union and certain retiree defendants filed suit in the United States District Court for the Western District of Pennsylvania regarding the same dispute (see Note 15). The outcome of the pending litigation and the impact on the Company's postretirement benefit plan obligation cannot be determined at this time. The Company's recorded postretirement benefit plan obligation assumes for accounting purposes a continuation of those monthly payments after November 30, 2012 (as was permitted under the settlement). However, the Company's postretirement benefit plan obligation could significantly increase or decrease as a result of the litigation or if the parties agree to an alternative settlement agreement.

Generally, contributions to the plans are not less than the minimum amounts required under 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 equity and fixed income securities.

The components of net periodic benefit cost (benefit) for the three months ended March 31, 2014 and 2013, are as follows:

|                                       | <b>Three Months Ended<br/>March 31,</b> |                 |
|---------------------------------------|---|-----------------|
|                                       | <b>2014</b>                             | <b>2013</b>     |
| <b>Pension Benefits</b>               |   |                 |
| Interest cost                         | \$ 661                                  | \$ 632          |
| Expected return on plan assets        | (905)                                   | (887)           |
| Amortization of unrecognized net loss | 53                                      | 131             |
|                                       | <b>\$ (191)</b>                         | <b>\$ (124)</b> |



|                                       | <b>Three Months Ended</b> |             |
|---------------------------------------|---------------------------|-------------|
|                                       | <b>March 31,</b>          |             |
|                                       | <b>2014</b>               | <b>2013</b> |
| <b>Postretirement Benefit Plan</b>    |                           |             |
| Service cost                          | \$ 16                     | \$ 18       |
| Interest cost                         | 750                       | 657         |
| Amortization of prior service cost    | 60                        | 60          |
| Amortization of unrecognized net loss | 93                        | 154         |
|                                       | \$ 919                    | \$ 889      |

The Company made contributions of \$61 and \$0 to the Company's defined benefit pension plans for the three months ended March 31, 2014 and 2013, respectively. The Company expects to make \$341 in contributions (including contributions already made) to its pension plans in 2014 to meet its minimum funding requirements.

The Company made payments to the Company's postretirement benefit plan of \$106 and \$1,192 for the three months ended March 31, 2014 and 2013, respectively. The Company expects to make \$407 in contributions (including contributions already made) to its postretirement benefit plan in 2014 for salaried retirees. However, because the Company's postretirement benefit plan obligation is currently subject to litigation the postretirement benefit payments for hourly retirees, if any, are unknown at this time.

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The Company also maintains qualified defined contribution plans, which provide benefits to employees based on employee contributions, employee earnings or certain subsidiary earnings, with discretionary contributions allowed. Expenses related to these plans were \$312 and \$548 for the three months ended March 31, 2014 and 2013, respectively.

**Note 15 Contingencies**

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

On July 8, 2013, the Company filed a Complaint for Declaratory Judgment (the "Complaint") in the United States District Court for the Northern District of Illinois, Eastern Division (the "Illinois Court"). The case names as defendants the United Steel, Paper & Forestry, Rubber, Manufacturing, Energy, Allied Industrial & Services Workers International Union, AFL-CIO, CLC (the "USW"), as well as approximately 650 individual Retiree Defendants (as defined in the Complaint), and was assigned Case No 1:13-cv-4889.

As described in the Complaint, pursuant to the 2005 Settlement Agreement among the Company, the USW and the Retiree Defendants, the Company agreed to make certain levels of contributions to medical coverage for the Retiree Defendants and to continue to provide life insurance benefits at their amount at that time under certain of the Company's employee welfare benefit plans. The 2005 Settlement Agreement expressly provided that, as of November 30, 2012, the Company could cease making these contributions. In June 2011, the Company and the USW began discussing the possibility of an extension beyond November 30, 2012 for the Company's contributions to retiree medical coverage and life insurance benefits at a reduced amount and on other mutually acceptable terms. The Company engaged in voluntary negotiations for two years with the USW and counsel for the Retiree Defendants in an effort to reach a consensual agreement regarding such medical and life insurance benefits, but the parties were unable to reach a final agreement. The Company terminated, effective November 1, 2013, its contributions for medical coverage provided to the Retiree Defendants and the provision of life insurance benefits and is seeking declaratory relief to confirm its rights under the ERISA to reduce or terminate retiree medical coverage and life insurance benefits pursuant to the plans that were the subject of the 2005 Settlement Agreement.

On July 9, 2013, the USW and certain Retiree Defendants (collectively, the "Pennsylvania Plaintiffs") filed a putative class action in the United States District Court for the Western District of Pennsylvania (the "Pennsylvania Court"), captioned as *Zanghi, et al. v. FreightCar America, Inc., et al.*, Case No. 3:13-cv-146. The complaint filed with the Pennsylvania Court alleges that the Company does not have the right to terminate welfare benefits previously provided to the Retiree Defendants and requests, among other relief, entry of a judgment finding that the Retiree Defendants have a vested right to specified welfare benefits.

On July 26, 2013, the Pennsylvania Plaintiffs filed with the Illinois Court a Motion to Dismiss Pursuant to Fed. R. Civ. P. 12(b) or in the Alternative, to Transfer Pursuant to 28 U.S.C. 1404(a), as well as a Motion to Stay and/or Prevent Plaintiff from Obtaining Defaults against the Retiree Defendants. On August 5, 2013, the Company filed with the Pennsylvania Court a Motion to Dismiss Pursuant to Fed. R. Civ. P. 12(b) or in the Alternative, to Transfer Pursuant to 28 U.S.C. 1404(a). On January 14, 2014, the Pennsylvania Court denied the Company's motion to dismiss and, on January 16, 2014, the Illinois Court transferred the Company's case to the Pennsylvania Court. On January 31, 2014, the Company filed a motion to consolidate both cases before the Pennsylvania Court. On April 3, 2014, the Pennsylvania Court entered an order (the "Initial Procedural Order") that, among other things, consolidated both cases before the Pennsylvania Court, certified a class for purposes of the consolidated actions, established discovery

parameters and deadlines and established a briefing schedule applicable to the parties' cross motions for summary judgment as to liability only.

On September 5, 2013, the Pennsylvania Plaintiffs and certain putative class representatives filed a Plaintiffs' Motion for Temporary Restraining Order and Preliminary Injunction (the "TRO Motion") with the Pennsylvania Court. In the TRO Motion, the plaintiffs requested that the Pennsylvania Court enter an injunction requiring the Company to continue to make monthly contributions at the same rate established by the 2005 Settlement Agreement until the parties' dispute is fully adjudicated on the merits. Following entry of the Initial Procedural Order, the Pennsylvania Court denied the TRO Motion without prejudice.

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On February 18, 2014, the Pennsylvania Plaintiffs filed a motion with the Pennsylvania Court seeking summary judgment as to the Company's liability. The Company filed a procedural motion in opposition to the summary judgment motion. Following entry of the Initial Procedural Order, the Pennsylvania Plaintiffs withdrew their summary judgment motion.

The Company has recorded postretirement benefit plan obligations, a substantial portion of which relates to the dispute now before the Illinois Court and the Pennsylvania Court (see Note 14).

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 alleged that the Company breached an exclusive supply agreement with Bral by purchasing parts from CMN Components, Inc. (CMN) and sought 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. On March 4, 2013, Bral Corporation and the Company agreed to settle the Illinois Lawsuit and the Pennsylvania Lawsuit. The settlement resulted in a \$3,884 reduction in litigation reserves, which favorably impacted the Company's results of operations for the three months ended March 31, 2013.

In addition to the foregoing, the Company is involved in certain other pending and threatened 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 16 Other Commitments**

The Company leases certain property and equipment under long-term operating leases expiring at various dates through 2024. The leases generally contain specific renewal options at lease-end at the then fair market amounts.

Future minimum lease payments at March 31, 2014 are as follows:

|                                      |                  |
|--------------------------------------|------------------|
| Nine months ending December 31, 2014 | \$ 7,725         |
| Year ending December 31, 2015        | 10,022           |
| Year ending December 31, 2016        | 9,088            |
| Year ending December 31, 2017        | 8,778            |
| Year ending December 31, 2018        | 8,852            |
| Thereafter                           | 35,688           |
|                                      | <b>\$ 80,153</b> |

The Company is liable for maintenance, insurance and similar costs under most of its leases and such costs are not included in the future minimum lease payments. Total rental expense for the three months ended March 31, 2014 and 2013, was approximately \$2,338 and \$1,822, respectively.

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The Company is party to non-cancelable agreements with its suppliers to purchase certain materials used in the manufacturing process. The commitments may vary based on the actual quantities ordered and be subject to the actual price when ordered. At March 31, 2014, the Company had purchase commitments under these agreements as follows:

|                                      |           |
|--------------------------------------|-----------|
| Nine months ending December 31, 2014 | \$ 2,889  |
| Year ending December 31, 2015        | 6,395     |
| Year ending December 31, 2016        | 9,592     |
| Year ending December 31, 2017        | 9,593     |
| Year ending December 31, 2018        |           |
| Thereafter                           |           |
|                                      | \$ 28,469 |

**Table of Contents****Note 17 Earnings Per Share**

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

|  | <b>Three Months Ended March 31,</b> |             |
|--|-------------------------------------|-------------|
|  | <b>2014</b>                         | <b>2013</b> |
| Weighted average common shares outstanding                           | 11,989,527                          | 11,943,423  |
| Dilutive effect of employee stock options and nonvested share awards |                                     |             |
| Weighted average diluted common shares outstanding                   | 11,989,527                          | 11,943,423  |

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. Because the Company had a net loss for each of the three months ended March 31, 2014 and 2013, all stock options and shares of nonvested share awards were anti-dilutive and not included in the above calculation for that period. For the three months ended March 31, 2014 and 2013, 824,363 and 664,112 shares, respectively, were not included in the weighted average common shares outstanding calculation as they were anti-dilutive.

**Note 18 Income Taxes**

The Company's income tax benefit was \$4,850 for the three months ended March 31, 2014 compared to an income tax provision of \$3,112 for the three months ended March 31, 2013. The Company's effective tax rate for the three months ended March 31, 2014 was 41.1% and was higher than the statutory U.S. federal income tax rate of 35% primarily due to a 6.5% blended state tax rate and (0.4)% for the effect of other differences. The income tax provision for the three months ended March 31, 2013 included a provision of \$1,354 resulting from applying changes in effective state tax rates on the Company's deferred tax balances. The addition of the Company's Shoals facility changed the mix of income from states in which it operates, resulting in changes in the Company's estimated state tax apportionment and effective state tax rates during the first quarter of 2013. Additionally, projected taxable income in certain states in which the Company operates may not be sufficient to realize the full value of net operating loss carryforwards. As a result, the income tax provision for the three months ended March 31, 2013 also includes the recognition of a valuation allowance of \$2,503 against deferred tax assets related to net operating loss carryforwards in certain states in which the Company operates. These discrete tax provisions during the first quarter of 2013 were partially offset by \$891 of discrete tax benefits recorded during the quarter associated with tax-deductible goodwill. Excluding these discrete items, the Company's forecasted full-year effective tax rate applied against pre-tax income for the three months ended March 31, 2013 was 25.9%.

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**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 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 cars in North America, based on the number of railcars delivered. Our railcar manufacturing facilities are located in Cherokee, Alabama, Danville, Illinois and Roanoke, Virginia. Our Shoals facility is an important part of our long-term growth strategy as we continue to expand our railcar product and service offerings outside of our traditional coal car market. While our Danville and Roanoke facilities will continue to support our coal car products, the Shoals facility allows us to produce a broader variety of railcars in a cost-effective and efficient manner. Our Shoals facility delivered its first railcars during the fourth quarter of 2013 and production will continue to ramp up during 2014. Our Danville facility is currently idle but is expected to resume production by the end of the second quarter of 2014. We refurbish and rebuild railcars and sell forged, cast and fabricated parts for all of the railcars we produce, as well as those manufactured by others. We provide railcar repair and maintenance for all types of freight railcars through our FCRS subsidiary. FCRS has repair and maintenance facilities in Grand Island, Nebraska and Hastings, Nebraska and services freight cars and unit coal trains utilizing key rail corridors in the Western regions of the United States. We also lease freight cars through our JAIX Leasing Company subsidiary. As of March 31, 2014, the value of leased railcars (including inventory on lease and railcars available for lease) was \$61.5 million. Our primary customers are railroads, financial institutions and shippers.

We have 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 railcar repair and maintenance and parts sales. Corporate includes administrative activities and all other non-operating activities.

Total orders for railcars in the first quarter of 2014 were 1,654 units, all of which were new railcars, compared to 274 units, consisting of 174 new railcars and 100 rebuilt railcars, ordered in the first quarter of 2013. Our order activity for the first quarter of 2014 includes an order for 1,500 new coal cars. Railcar deliveries totaled 753 units, consisting of 288 new railcars, 390 rebuilt railcars and 75 leased railcars delivered, in the first quarter of 2014 compared to 1,073 units delivered, consisting of 448 new railcars and 625 rebuilt railcars, in the first quarter of 2013. Railcar deliveries for the first quarter of 2014 were negatively impacted by lost production days due to extreme winter weather conditions at the Company's Roanoke, Virginia and Cherokee, Alabama manufacturing facilities and key component suppliers. Total backlog of unfilled orders was 7,727 units, consisting of 4,437 new railcars and 3,290 rebuilt railcars, at March 31, 2014, compared to 6,826 units, consisting of 3,071 new railcars, 3,680 rebuilt railcars and 75 leased railcars, at December 31, 2013. The estimated sales value of the backlog is \$596 million and \$492 million, respectively, as of March 31, 2014 and December 31, 2013.

**RESULTS OF OPERATIONS**

**Three Months Ended March 31, 2014 compared to Three Months Ended March 31, 2013**

**Revenues**

Our consolidated revenues for the three months ended March 31, 2014 were \$56.1 million compared to \$87.6 million for the three months ended March 31, 2013. Manufacturing segment revenues for the first quarter of 2014 were \$48.0 million compared to \$77.7 million for the first quarter of 2013. The decrease in Manufacturing segment revenues for the 2014 period compared to the 2013 period reflects the decrease in the number of railcars delivered. Inclement weather led to multiple shutdowns at our facilities, supply disruptions and production inefficiencies, which when combined with production line changeovers, resulted in railcar deliveries that were 30% lower than we planned for the first quarter of 2014. The additional railcar demand and our lower than expected production levels in the first quarter of 2014 will necessitate significantly higher production rates for the balance of 2014 in order to meet customer delivery requirements. Services segment revenues for the three months ended March 31, 2014 were \$8.1 million compared to \$9.9 million for the three months ended March 31, 2013. The decrease in Services segment revenues for 2014 compared to 2013 reflects lower parts sales revenue and lower repair volumes. The severe winter weather also had a significant impact on our services segment during the first quarter of 2014. The harsh weather led to higher coal train utilization, which reduced the volume of coal trains released for maintenance and reduced the repair volumes through our repair shops and sales of repair parts.



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**Table of Contents****Gross (Loss) Profit**

Our consolidated gross loss for the three months ended March 31, 2014 was \$3.2 million compared to consolidated gross profit of \$5.0 million for the three months ended March 31, 2013, representing a decrease of \$8.2 million. The decrease in our consolidated gross profit for the first quarter of 2014 compared to the first quarter of 2013 reflects a decrease in gross profit from our Manufacturing segment of \$6.5 million and a decrease in gross profit from our Services segment of \$1.6 million. The decrease in gross profit for our Manufacturing segment for the first quarter of 2014 compared to the first quarter of 2013 reflects the decrease in deliveries and costs associated with the continued ramp up of production volumes at our Shoals facility and the carrying costs associated with our idled Danville facility totaling \$2.9 million for the first quarter of 2014. Manufacturing segment gross loss for the first quarter of 2014 also included the impact of multiple weather-related production shutdowns, supply disruptions and related inefficiencies totaling \$1.9 million. The decrease in gross profit for our Services segment for the first quarter of 2014 compared to 2013 reflects lower repair volumes caused by increased utilization of trains and a less profitable mix of parts sales and repair services. Our consolidated gross profit rate was (5.6)% for the three months ended March 31, 2014 compared to 5.7% for the three months ended March 31, 2013.

**Selling, General and Administrative Expenses**

Consolidated selling, general and administrative expenses for the three months ended March 31, 2014 were \$8.4 million compared to \$4.4 million for the three months ended March 31, 2013. During the first quarter of 2013, we settled the Bral litigation (see Note 15 to our condensed consolidated financial statements), which resulted in a \$3.9 million reduction in litigation reserves, which was partially offset by \$0.5 million of related legal expenses incurred during the quarter. Manufacturing segment selling, general and administrative expenses for the three months ended March 31, 2014 were \$2.3 million compared to \$1.7 million for the three months ended March 31, 2013. Services segment selling, general and administrative expenses were \$1.0 million for each of three months ended March 31, 2014 and 2013. Corporate selling, general and administrative expenses for the three months ended March 31, 2014 were \$5.1 million compared to \$1.8 million for the three months ended March 31, 2013, reflecting the \$3.4 million net benefit from the Bral litigation settlement.

**Operating (Loss) Income**

Our consolidated operating loss for the three months ended March 31, 2014 was \$11.5 million compared to consolidated operating income of \$0.6 million for the three months ended March 31, 2013. Operating loss for the Manufacturing segment was \$5.0 million for the three months ended March 31, 2014 compared to operating income of \$2.1 million for the three months ended March 31, 2013, reflecting the decrease in deliveries and costs associated with ramping up production at our Shoals facility and the carrying costs associated with our idled Danville facility totaling \$3.0 million for the first quarter of 2014. Manufacturing segment operating loss for the first quarter of 2014 also included the impact of multiple weather-related production shutdowns, supply disruptions and related inefficiencies totaling approximately \$1.9 million. Services segment operating loss was \$0.3 million for the three months ended March 31, 2014 compared to operating income of \$1.3 million for the three months ended March 31, 2013. The decrease in Services segment operating income reflects lower repair volumes caused by increased utilization of trains as a result of the cold winter and a less profitable mix of parts sales and repair services for the 2014 period compared to the 2013 period. Corporate costs were \$6.2 million for the three months ended March 31, 2014 compared to \$2.8 million for the three months ended March 31, 2013, reflecting the \$3.4 million net benefit from the Bral litigation settlement.

**Interest Expense and Deferred Financing Costs**

Interest expense and the amortization of deferred financing costs were \$0.3 million for the three months ended March 31, 2014 compared to \$0.1 million for the three months ended March 31, 2013. In addition to commitment fees on our revolving credit facility, letter of credit fees and amortization of deferred financing costs, results for the 2014 period included non-cash imputed interest on a customer advance for leased railcars delivered for which revenue cannot be recognized until all contingencies have been resolved.

### **Income Taxes**

Our income tax benefit was \$4.9 million for the three months ended March 31, 2014 compared to an income tax provision of \$3.1 for the three months ended March 31, 2013. Our effective tax rate for the three months ended March 31, 2014 was 41.1% and was higher than the statutory U.S. federal income tax rate of 35% primarily due to a 6.5% blended state tax rate and (0.4)% for the effect of other differences. The income tax provision for the three months ended March 31, 2013 included a provision of \$1.4 million resulting from applying changes in effective state tax rates on our deferred tax balances. The

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addition of our Shoals facility changed the mix of income from states in which we operate, resulting in changes in our estimated state tax apportionment and effective state tax rates during the first quarter of 2013. Additionally, projected taxable income in certain states in which we operate may not be sufficient to realize the full value of net operating loss carryforwards. As a result, the income tax provision for the three months ended March 31, 2013 also included the recognition of a valuation allowance of \$2.5 million against deferred tax assets related to net operating loss carryforwards in certain states in which we operate. These discrete tax provisions during the first quarter of 2013 were partially offset by \$0.9 million of discrete tax benefits recorded during the quarter associated with tax-deductible goodwill. Excluding these discrete items, our forecasted full-year effective tax rate applied against pre-tax income for the three months ended March 31, 2013 was 25.9%.

**Net Loss**

As a result of the foregoing a net loss of \$6.9 million was recognized for the three months ended March 31, 2014 compared to a net loss of \$2.6 million for the three months ended March 31, 2013. For the three months ended March 31, 2014, our basic and diluted net loss per share was \$0.58 on basic and diluted shares outstanding of 11,989,527. For the three months ended March 31, 2013, our basic and diluted net loss per share was \$0.22 on basic and diluted shares outstanding of 11,943,423.

**LIQUIDITY AND CAPITAL RESOURCES**

Our primary sources of liquidity for the three months ended March 31, 2014 and 2013, were our cash and cash equivalent balances on hand, our securities held to maturity and our revolving credit facility.

We entered into a \$50.0 million senior secured revolving credit facility (the Revolving Credit Facility) pursuant to a Credit Agreement dated as of July 26, 2013 (the Credit Agreement) by and among FreightCar and certain of our subsidiaries, as borrowers, and Bank of America, N.A., as lender. The Revolving Credit Facility can be used for general corporate purposes, including working capital. As of March 31, 2014, we had no borrowings under the Revolving Credit Facility. The Credit Agreement also contains a sub-facility for letters of credit not to exceed the lesser of \$30.0 million and the amount of the senior secured revolving credit facility at such time. As of March 31, 2014, we had \$4.6 million in outstanding letters of credit under the Revolving Credit Facility and therefore had \$45.4 million available for borrowing under the Revolving Credit Facility. The Credit Agreement has a term ending on July 26, 2016 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 1.50% or at a base rate, as selected by us. Base rate loans will bear interest at the highest of (a) the federal funds rate plus 0.50%, (b) the prime rate or (c) LIBOR plus 1.00%. We are required to pay a non-utilization fee of between 0.10% and 0.30% on the unused portion of the revolving loan commitment depending on our quarterly average balance of unrestricted cash and our consolidated leverage ratio. Borrowings under the Revolving Credit Facility are secured by a first priority perfected security interest in substantially all of our and our subsidiaries' assets excluding railcars held by our railcar leasing subsidiary, JAIX. We also have pledged all of the equity interests in our direct and indirect domestic subsidiaries as security for the Revolving Credit Facility. The Credit Agreement has both affirmative and negative covenants, including, without limitation, a covenant requiring minimum consolidated net liquidity of \$35.0 million and limitations on indebtedness, liens and investments. The Credit Agreement also provides for customary events of default.

As of December 31, 2013, we had \$4.6 million in outstanding letters of credit under the Revolving Credit Facility and therefore had \$45.4 million available for borrowing under the Revolving Credit Facility. As of December 31, 2013, we had no borrowings under the Revolving Credit Facility.

Our restricted cash and restricted certificates of deposit balance was \$5.2 million as of March 31, 2014 and \$7.8 million as of December 31, 2013, and consisted of cash and certificates of deposit used to collateralize standby letters of credit with respect to performance guarantees and to support our worker's compensation insurance claims. The decrease in restricted cash balances as of March 31, 2014 compared to December 31, 2013 was a result of decreases in standby letters of credit with respect to performance guarantees and our corresponding obligation to collateralize them. The standby letters of credit outstanding as of March 31, 2014 are scheduled to expire at various dates through October 1, 2018. We expect to establish restricted cash balances and restricted certificates of deposit in future periods to minimize bank fees related to standby letters of credit.

As of March 31, 2014, the value of leased railcars (including inventory on lease and railcars available for lease) was \$61.5 million. We may continue to offer railcars for lease to certain customers and pursue opportunities to sell leased railcars in our portfolio.

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Based on our current level of operations and known changes in planned volume based on our backlog, we believe that our operating cash flows, our marketable securities 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 as demand for railcars increases, 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.

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, 2013, our benefit obligation under our defined benefit pension plans and our postretirement benefit plan was \$56.3 million and \$63.3 million, respectively, which exceeded the fair value of plan assets by \$0.8 million and \$63.3 million, respectively. We made contributions of \$0.1 million to our defined benefit pension plans during the three months ended March 31, 2014. As disclosed in Note 14 to the condensed consolidated financial statements, we expect to make contributions of \$0.3 million (including contributions already made) to our defined benefit pension plans in 2014. The Pension Protection Act of 2006 provides for changes to the method of valuing pension plan assets and liabilities for funding purposes as well as minimum funding levels. Our defined benefit pension plans are in compliance with the minimum funding levels established in the Pension Protection Act. 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 \$0.1 million for the three months ended March 31, 2014 for salaried retirees. We expect to make \$0.4 million in contributions (including contributions already made) to our postretirement benefit plan in 2014 for salaried retirees. However, because our postretirement benefit plan obligation is currently subject to litigation the postretirement benefit payments for hourly retirees, if any, are unknown at this time. A substantial portion of our postretirement benefit plan obligation relates to an expired settlement agreement with the union representing employees at the Company's and its predecessors' Johnstown manufacturing facilities. The terms of that settlement agreement (the "2005 Settlement Agreement") required us to pay until November 30, 2012 certain monthly amounts toward the cost of retiree health care coverage. We engaged in voluntary negotiations for two years in an effort to reach a consensual agreement related to the expired 2005 Settlement Agreement but no agreements were reached. We terminated, effective November 1, 2013, our contributions for medical coverage and life insurance benefits to affected retirees and are seeking declaratory relief to confirm our rights under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), to reduce or terminate retiree medical coverage and life insurance benefits pursuant to the plans that were the subject of the 2005 Settlement Agreement. On July 9, 2013, the union and certain retiree defendants filed suit in the United States District Court for the Western District of Pennsylvania regarding the same dispute (see Note 15 to the condensed consolidated financial statements). The outcome of the pending litigation and the impact on our postretirement benefit plan obligation cannot be determined at this time. Our postretirement benefit plan obligation could significantly increase or decrease as a result of the litigation or if the parties agree to an alternative settlement agreement. 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.

**Table of Contents****Contractual Obligations**

The following table summarizes our contractual obligations as of March 31, 2014 and the effect that these obligations and commitments would be expected to have on our liquidity and cash flow in future periods:

| Contractual Obligations          | Total             | Payments Due by Period |                       |                  | After<br>5 Years |
|----------------------------------|-------------------|------------------------|-----------------------|------------------|------------------|
|                                  |                   | 1 Year                 | 2-3<br>Years          | 4-5<br>Years     |                  |
|                                  |                   |                        |                       |                  |                  |
|                                  |                   |                        | <i>(In thousands)</i> |                  |                  |
| Operating leases                 | \$ 80,153         | \$ 10,397              | \$ 18,625             | \$ 17,667        | \$ 33,464        |
| Material and component purchases | 28,469            | 4,488                  | 16,787                | 7,194            |                  |
| <b>Total</b>                     | <b>\$ 108,622</b> | <b>\$ 14,885</b>       | <b>\$ 35,412</b>      | <b>\$ 24,861</b> | <b>\$ 33,464</b> |

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 \$3.7 million related to a reserve for unrecognized tax benefits and accrued interest and penalties at March 31, 2014 because the timing of the payout of these amounts cannot be determined. We are also required to make minimum contributions to our pension plans and postretirement welfare plans as described above.

We are also required to make minimum contributions to our pension plans and postretirement benefit plan as discussed above.

**Cash Flows**

The following table summarizes our net cash used in operating activities, investing activities and financing activities for the three months ended March 31, 2014 and 2013:

|                      | Three Months Ended March 31, |                    |
|----------------------|------------------------------|--------------------|
|                      | 2014                         | 2013               |
|                      |                              |                    |
|                      | <i>(In thousands)</i>        |                    |
| Net cash used in:    |                              |                    |
| Operating activities | \$ (45,633)                  | \$ (23,038)        |
| Investing activities | (14,901)                     | (1,618)            |
| Financing activities | (1,152)                      | (776)              |
| <b>Total</b>         | <b>\$ (61,686)</b>           | <b>\$ (25,432)</b> |

*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 used in operating activities for the three months ended March 31, 2014 was \$45.6 million compared to \$23.0 million for the three months ended March 31, 2013. Net cash used in operating activities for the three months ended March 31, 2014 was driven primarily by an increase in working capital, including a \$25.8 million increase in inventory and inventory on lease, as well as funding of first quarter 2014 operations. Net cash used in operating activities for the three months ended March 31, 2013 included decreases in accounts and contractual payables of \$15.0 million and customer deposits of \$8.7 million.

*Investing Activities.* Net cash used in investing activities for the three months ended March 31, 2014 was \$14.9 million compared to \$1.6 million for the three months ended March 31, 2013. Net cash used in investing activities for the three months ended March 31, 2014 included purchases of securities held to maturity of \$15.0 million (net of maturities) and purchases of property, plant and equipment of \$2.5 million, which were partially offset by restricted cash withdrawals of \$2.6 million. Net cash used in investing activities for the three months ended March 31, 2013 included purchases of property, plant and equipment of \$13.4 million, which were partially offset by restricted cash withdrawals (net of deposits) of \$11.7 million.



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*Financing Activities.* Net cash used in financing activities for the three months ended March 31, 2014 was \$1.2 million compared to \$0.8 million for the three months ended March 31, 2013. Net cash used in financing activities for the three months ended March 31, 2014 primarily included cash dividends paid to our stockholders of \$0.7 million and repayment of a customer advance of \$0.3 million. Net cash used in financing activities for the three months ended March 31, 2013 primarily included cash dividends paid to our stockholders.

## **Capital Expenditures**

Our capital expenditures were \$2.5 million in the three months ended March 31, 2014 compared to \$13.4 million in the three months ended March 31, 2013. Capital expenditures were primarily purchases of equipment for our Shoals facility. Excluding unforeseen expenditures, management expects that total capital expenditures will be approximately \$10.0 million for 2014, including capital expenditures for our Shoals facility.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

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

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

the cyclical nature of our business;

adverse economic and market conditions;

the highly competitive nature of our industry;

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;

our ability to maintain relationships with our suppliers of railcar components;

the availability and price of used railcars offered for sale and new or used railcars offered for lease;

fluctuating costs of raw materials, including steel and aluminum, and delays in the delivery of raw materials;

our reliance on the sales of our coal cars;

international economic and political risks to the extent we expand our sales or products and services internationally;

the risk of lack of acceptance of our new railcar offerings by our customers;

our reported backlog may not indicate what our future sales will be;

potential significant warranty claims;

our ability to successfully integrate our Shoals facility or any acquired business with our existing business;

shortages of skilled labor;

our ability to manage our health care and pension costs;

risks relating to our relationship with our unionized employees and their unions;

cybersecurity risks relating to our information technology and other systems;

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, 2013 filed with the Securities and Exchange Commission.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We have a \$50.0 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 March 31, 2014, we had \$4.6 million in outstanding letters of credit under the Revolving Credit Facility and therefore had \$45.4 million available for borrowing under the Revolving Credit Facility.

The production of railcars and our operations require substantial amounts of aluminum and steel. The cost of aluminum, steel and all other materials (including scrap metal) used in the production of our railcars represents a significant majority of our direct manufacturing costs. Our business is subject to the risk of price increases and periodic delays in the delivery of aluminum, steel and other materials, all of which are beyond our control. Any fluctuations in the price or availability of aluminum or steel, or any other material used in the production of our railcars, may have a material adverse effect on our business, results of operations or financial condition. In addition, if any of our suppliers were unable to continue its business or were to seek bankruptcy relief, the availability or price of the materials we use could be adversely affected. 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 Principal 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 Principal 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.**

On July 8, 2013, we filed a Complaint for Declaratory Judgment (the Complaint) in the United States District Court for the Northern District of Illinois, Eastern Division (the Court). The case names as defendants the United Steel, Paper & Forestry, Rubber, Manufacturing, Energy, Allied Industrial & Services Workers International Union,

AFL-CIO, CLC (the USW ), as well as approximately 650 individual Retiree Defendants (as defined in the Complaint), and was assigned Case No. 1:13-cv-4889.

As described in the Complaint, pursuant to a settlement agreement (the 2005 Settlement Agreement ) among the Company, the USW and the Retiree Defendants, we agreed to make certain levels of contributions to medical coverage for the Retiree Defendants and to continue to provide life insurance benefits at their amount at that time under certain of our employee welfare benefit plans. The 2005 Settlement Agreement expressly provided that, as of November 30, 2012, we could cease making these contributions. In June 2011, the Company and the USW began discussing the possibility of an extension beyond November 30, 2012 for our contributions to retiree medical coverage and life insurance benefits at a reduced amount and on other mutually acceptable terms. We engaged in voluntary negotiations for two years with the USW and counsel for the Retiree Defendants in an effort to reach a consensual agreement regarding such medical and life insurance benefits, but the parties were unable to reach a final agreement. We terminated, effective November 1, 2013, our contributions for medical coverage provided to the Retiree Defendants and the provision of life insurance benefits and are seeking declaratory relief to confirm our rights under ERISA to reduce or terminate retiree medical coverage and life insurance benefits pursuant to the plans that were the subject of the 2005 Settlement Agreement.

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On July 9, 2013, the USW and certain Retiree Defendants (collectively, the Pennsylvania Plaintiffs ) filed a putative class action in the United States District Court for the Western District of Pennsylvania (the Pennsylvania Court ), captioned as Zanghi, et al. v. FreightCar America, Inc., et al., Case No. 3:13-cv-146. The complaint filed with the Pennsylvania Court alleges that we do not have the right to terminate welfare benefits previously provided to the Retiree Defendants and requests, among other relief, entry of a judgment finding that the Retiree Defendants have a vested right to specified welfare benefits.

On July 26, 2013, the Pennsylvania Plaintiffs filed with the Illinois Court a Motion to Dismiss Pursuant to Fed. R. Civ. P. 12(b) or in the Alternative, to Transfer Pursuant to 28 U.S.C. 1404(a), as well as a Motion to Stay and/or Prevent Plaintiff from Obtaining Defaults against the Retiree Defendants. On August 5, 2013, we filed with the Pennsylvania Court a Motion to Dismiss Pursuant to Fed. R. Civ. P. 12(b) or in the Alternative, to Transfer Pursuant to 28 U.S.C. 1404(a). On January 14, 2014, the Pennsylvania Court denied our motion to dismiss and, on January 16, 2014, the Illinois Court transferred our case to the Pennsylvania Court. On January 31, 2014, we filed a motion to consolidate both cases before the Pennsylvania Court. On April 3, 2014, the Pennsylvania Court entered an order (the Initial Procedural Order ) that, among other things, consolidated both cases before the Pennsylvania Court, certified a class for purposes of the consolidated actions, established discovery parameters and deadlines, and established a briefing schedule applicable to the parties cross motions for summary judgment as to liability only.

On September 5, 2013, the Pennsylvania Plaintiffs filed a Plaintiffs Motion for Temporary Restraining Order and Preliminary Injunction (the TRO Motion ) with the Pennsylvania Court. In the TRO Motion, the plaintiffs requested that the Pennsylvania Court enter an injunction requiring us to continue to make monthly contributions at the same rate established by the 2005 Settlement Agreement until the parties dispute is fully adjudicated on the merits. Following entry of the Initial Procedural Order, the Pennsylvania Court denied the TRO Motion without prejudice.

On February 18, 2014, the Pennsylvania Plaintiffs filed a motion with the Pennsylvania Court seeking summary judgment as to our liability. We filed a procedural motion in opposition to the summary judgment motion. Following entry of the Initial Procedural Order, the Pennsylvania Plaintiffs withdrew their summary judgment motion.

We have recorded postretirement benefit plan obligations, a substantial portion of which relate to the dispute now before the Illinois Court and the Pennsylvania Court (see Note 14 to the condensed consolidated financial statements).

On September 29, 2008, Bral Corporation, a supplier of certain railcar parts to us, filed a complaint against us in the U.S. District Court for the Western District of Pennsylvania (the Pennsylvania Lawsuit ). The complaint alleged that we breached an exclusive supply agreement with Bral by purchasing parts from CMN Components, Inc. ( CMN ) and sought 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 us (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. On March 4, 2013, Bral Corporation and the Company agreed to settle the Illinois Lawsuit and the Pennsylvania Lawsuit. The settlement resulted in a \$3.9 million reduction in litigation reserves, which favorably impacted our results of operations for the three months ended March 31, 2013.

In addition to the foregoing, we are involved in certain other pending and threatened 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.

**Item 1A. Risk Factors.**

There have been no material changes from the risk factors previously disclosed in Item 1A of our 2013 annual report on Form 10-K.

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**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 Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                 |
| 31.2    | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                 |
| 32      | Certification of Principal Executive Officer and Principal 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  |

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**SIGNATURES**

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

**FREIGHTCAR AMERICA, INC.**

Date: May 9, 2014

By: /s/ JOSEPH E. MCNEELY  
Joseph E. McNeely, President and Chief Executive  
Officer (Principal Executive Officer)

By: /s/ CHARLES F. AVERY, JR.  
Charles F. Avery, Jr., Vice President, Finance, Chief  
Financial Officer and Treasurer (Principal Financial  
Officer)

By: /s/ JOSEPH J. MALIEKEL  
Joseph J. Maliekel, Vice President and Corporate  
Controller (Principal Accounting Officer)



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