FreightCar America, Inc. Form SC 13G/A January 11, 2011

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

#### SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2) \*

FreightCar America, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

357023100 (Cusip Number)

January 1, 2011 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- x Rule 13d-1(c)
- o Rule 13d-1(d)
- \* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
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Exhibit Index Found on Page 33

## CUSIP No.357023100

1	NAMES OF REPORTING PERSONS							
1	Farallon Capital Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)							
2	** The reporting persons making this filing hold an aggregate of 1,180,000 Shares, which is 9.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SEC LISE ONLY							
4	CITIZENSHIP OR PLACE OF OF	RGANIZATIO	ON					
•	California							
		5	SOLE VOTING POWER					
	NUMBER OF	-	-0- SHARED VOTING POWER					
SHA	ARES BENEFICIALLY OWNED BY	6	313,517 SOLE DISPOSITIVE POWER					
	EACH	7						
REPO	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER					
9	AGGREGATE AMOUNT BENEF		313,517 VNED BY EACH REPORTING PERSON					
	313,517 CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instructi		ROW (9) EXCLUDES					
10		.0115)		[ ]				
11	PERCENT OF CLASS REPRESE	NTED BY AM	MOUNT IN ROW (9)					
10	2.6% TYPE OF REPORTING PERSON	(See Instruction	ons)					
12	PN							

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## CUSIP No.357023100

1	NAMES OF REPORTING PERSONS							
1	Farallon Capital Institutional Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]							
2	2  ** The reporting persons making this filing hold an aggregate of 1,180,000 Shares, which is 9.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SECUSE ONLY							
4	CITIZENSHIP OR PLACE OF O	RGANIZATIC	ON					
4	California							
		5	SOLE VOTING POWER					
	NUMBER OF		-0- SHARED VOTING POWER					
SHA	ARES BENEFICIALLY OWNED BY	6	290,689 SOLE DISPOSITIVE POWER					
	EACH	7						
REPO	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER					
9	AGGREGATE AMOUNT BENEI	FICIALLY OV	290,689 VNED BY EACH REPORTING PERSON					
	290,689 CHECK IF THE AGGREGATE A		ROW (9) EXCLUDES					
10	CERTAIN SHARES (See Instruct	ions)		[ ]				
11	PERCENT OF CLASS REPRESE	NTED BY AN	MOUNT IN ROW (9)					
10	2.4% TYPE OF REPORTING PERSON	(See Instructi	ons)					
12	PN							

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## CUSIP No.357023100

1	NAMES OF REPORTING PERSONS							
1	Farallon Capital Institutional Partners II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]							
2	2  ** The reporting persons making this filing hold an aggregate of 1,180,000 Shares, which is 9.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SECUSE ONLY							
4	CITIZENSHIP OR PLACE OF O	RGANIZATIC	ON					
4	California							
		5	SOLE VOTING POWER					
	NUMBER OF	Ü	-0- SHARED VOTING POWER					
SHA	ARES BENEFICIALLY OWNED BY	6	18,623 SOLE DISPOSITIVE POWER					
	EACH	7						
REPO	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER					
9	AGGREGATE AMOUNT BENEF	FICIALLY OV	18,623 VNED BY EACH REPORTING PERSON					
18,623 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES								
10	CERTAIN SHARES (See Instruct	ions)		[ ]				
11	PERCENT OF CLASS REPRESE	NTED BY AN	MOUNT IN ROW (9)					
12	0.2% TYPE OF REPORTING PERSON	(See Instructi	ons)					
12	PN							

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## CUSIP No.357023100

1	NAMES OF REPORTING PERSONS							
1	Farallon Capital Institutional Partners III, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]							
2	2  ** The reporting persons making this filing hold an aggregate of 1,180,000 Shares, which is 9.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SECUSE ONLY							
4	CITIZENSHIP OR PLACE OF O	RGANIZATIC	ON					
7	Delaware							
		5	SOLE VOTING POWER					
	NUMBER OF	J	-0- SHARED VOTING POWER					
SHA	ARES BENEFICIALLY OWNED BY	6	1,200 SOLE DISPOSITIVE POWER					
	EACH	7						
REPO	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER					
9	AGGREGATE AMOUNT BENEI	FICIALLY OV	1,200 VNED BY EACH REPORTING PERSON					
10	1,200 CHECK IF THE AGGREGATE A CERTAIN SHARES (See Instruct		ROW (9) EXCLUDES	r 1				
				[ ]				
11	PERCENT OF CLASS REPRESE	NTED BY AN	MOUNT IN ROW (9)					
	0.0% TYPE OF REPORTING PERSON	(See Instructi	ons)					
12	PN							

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## CUSIP No.357023100

	NAMES OF REPORTING PERSONS							
1	Farallon Capital Offshore Investors II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]							
3	the reporting persons making this filing hold an aggregate of 1,180,000 Shares, which is 9.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.							
4	CITIZENSHIP OR PLACE OF O	RGANIZATIC	ON					
4	Cayman Islands							
		5	SOLE VOTING POWER					
	NUMBER OF	3	-0- SHARED VOTING POWER					
SH	ARES BENEFICIALLY OWNED BY	6	536,916 SOLE DISPOSITIVE POWER					
	EACH	7						
REPO	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER					
9	AGGREGATE AMOUNT BENE	FICIALLY OV	536,916 VNED BY EACH REPORTING PERSON					
	536,916 CHECK IF THE AGGREGATE A		ROW (9) EXCLUDES					
10	CERTAIN SHARES (See Instruct	ions)		[ ]				
11	PERCENT OF CLASS REPRESE	NTED BY AN	MOUNT IN ROW (9)					
	4.5% TYPE OF REPORTING PERSON	I (See Instructi	ons)					
12	PN							

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## CUSIP No.357023100

1	NAMES OF REPORTING PERSONS							
1	Farallon Capital (AM) Investors, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]							
2	** The reporting persons making this filing hold an aggregate of 1,180,000 Shares, which is 9.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF O	RGANIZATIC	ON					
7	Delaware							
		5	SOLE VOTING POWER					
	NUMBER OF		-0- SHARED VOTING POWER					
SHA	ARES BENEFICIALLY OWNED BY	6	19,055 SOLE DISPOSITIVE POWER					
	EACH	7						
REPO	ORTING PERSON WITH	8	-0- SHARED DISPOSITIVE POWER					
9	AGGREGATE AMOUNT BENEF	FICIALLY OV	19,055 WNED BY EACH REPORTING PERSON					
19,055 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES								
10	CERTAIN SHARES (See Instruct	ions)		[ ]				
11	PERCENT OF CLASS REPRESE	NTED BY AN	MOUNT IN ROW (9)					
10	0.2% TYPE OF REPORTING PERSON	(See Instructi	ons)					
12	PN							

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#### CUSIP No.357023100

## NAMES OF REPORTING PERSONS

1

			730,000		718,000		
Net Income	\$	454,897		\$632,760		\$1,049,518	\$1,277,205
Earnings Per Share:							
Basic	\$	0.19		\$0.26		\$0.43	\$0.52
Diluted	\$	0.19		\$0.26		\$0.43	\$0.52
Dividends Declared							
Per Share	\$	-		\$-		\$0.30	\$0.25
Weighted Average Shares Out	standing:						
Basic		2,408,198		2,446,286	6	2,433,544	2,446,286
Diluted		2,441,569		2,447,349	)	2,458,040	2,450,837
Dividends Declared Per Share Weighted Average Shares Out Basic	\$	2,408,198		\$-		\$0.30 2,433,544	\$0.25 2,446,286

See notes to condensed consolidated financial statements.

## AIR T, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS

	Decem	ber 31, 2013		March 31, 2013
ASSETS		audited)		2013
Current Assets:	(01	addica)		
Cash and cash				
equivalents	\$	6,872,582	\$	9,197,492
Accounts receivable, less	Ψ	0,072,002	Ψ	>,1>1, .> <b>2</b>
allowance for				
doubtful accounts of				
\$122,000 and \$66,000		10,019,366		11,687,515
Notes and other				
receivables-current		146,613		145,485
Income tax receivable		315,000		287,000
Inventories		11,775,327		8,181,700
Deferred income taxes		410,000		410,000
Prepaid expenses and				
other		977,762		619,128
Total Current Assets		30,516,650		30,528,320
Property and Equipment,				
net		3,973,859		3,472,539
Cash Surrender Value of				
Life Insurance Policies		1,832,186		1,781,185
Notes and Other				
Receivables-Long Term		77,193		158,276
Other Assets		120,428		114,270
Total Assets	\$	36,520,316	\$	36,054,590
LIABILITIES AND				
STOCKHOLDERS'				
EQUITY				
Current Liabilities:	Φ.	6 202 205	Ф	5.741.071
Accounts payable	\$	6,202,385	\$	5,741,371
Accrued expenses		3,066,837		2,120,000
Total Current Liabilities		9,269,222		7,861,371
Defermed in some tower		60,000		60,000
Deferred income taxes		69,000		69,000
Stockholders' Equity:				
Preferred stock, \$1.00				
par value, 50,000 shares				
authorized,		_		_
and the same of th				

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Common stock, \$.25 par value; 4,000,000 shares authorized,

2,355,028 and		
2,446,286 shares issued		
and outstanding	588,755	611,571
Additional paid-in		
capital	5,086,469	6,321,411
Retained earnings	21,506,870	21,191,237
Total Stockholders'		
Equity	27,182,094	28,124,219
Total Liabilities and		
Stockholders' Equity	\$ 36,520,316 \$	36,054,590

See notes to condensed consolidated financial statements.

## AIR T, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended December 31,			
		2013	2012	
CASH FLOWS FROM				
OPERATING ACTIVITIES:				
Net income	\$	1,049,518	\$ 1,277,205	
Adjustments to reconcile net				
income to net				
cash provided by operating				
activities:				
(Gain) loss on disposal of				
equipment		(24,988 )	2,184	
Change in accounts receivable				
and inventory reserves		105,072	(19,293)	
Depreciation and amortization		540,290	379,493	
Change in cash surrender value				
of life insurance		(51,001)	(51,003)	
Warranty reserve		240,942	153,493	
Compensation expense related to				
stock options		17,824	7,000	
Change in operating assets and				
liabilities:				
Accounts receivable		1,611,563	450,284	
Notes receivable and other				
non-trade receivables		79,955	208,873	
Inventories		(4,430,352)	1,044,841	
Prepaid expenses and other		(364,792 )	234,341	
Accounts payable		461,014	(190,899)	
Accrued expenses		705,895	487,210	
Income taxes receivable/				
payable		(28,000 )	636,200	
Total adjustments		(1,136,578)	3,342,724	
Net cash provided by (used in)		(0= 0.60	4 640 000	
operating activities		(87,060 )	4,619,929	
CACHELOWCEDOM				
CASH FLOWS FROM				
INVESTING ACTIVITIES:		(267.522 )	(202.512.)	
Capital expenditures Proceeds from sale of assets		(267,523 )	(292,513 ) 8,000	
Net cash used in investing		39,140	8,000	
activities		(228,383)	(284,513)	
activities		(228,383)	(204,313)	
CASH FLOWS FROM				
FINANCING ACTIVITIES:				
Proceeds from line of credit			_	
Payment of cash dividend		(733,885)	(611,571)	
i aj mont or outh arvidond		(155,005)	(011,5/1)	

Repurchase of common stock	(1,078,217)	(1,078,217)		
Proceeds from exercise of stock				
options		25,375		-
Repurchase of stock options		(222,740 )		-
Net cash used in financing				
activities		(2,009,467)		(611,571)
NET (DECREASE) INCREASE				
IN CASH AND CASH				
EQUIVALENTS		(2,324,910)		3,723,845
CASH AND CASH				
EQUIVALENTS AT				
BEGINNING OF PERIOD		9,197,492		5,814,184
CASH AND CASH				
EQUIVALENTS AT END OF				
PERIOD	\$	6,872,582	\$	9,538,029
SUPPLEMENTAL SCHEDULE OF N	ON-CAS	SH		
INVESTING ACTIVITIES:				
Finished goods inventory				
transferred to equipment leased				
to customers	\$	788,239	\$	661,050
SUPPLEMENTAL DISCLOSURE OF	CASH I	FLOW		
INFORMATION:				
Cash paid during the period for:				
Interest	\$	5,800	\$	17,000
Income taxes		759,000		82,000
See notes to condensed				
consolidated financial				
statements.				

## AIR T, INC AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)

	Common Stock		Additional	Additional	
			Paid-In	Retained	Stockholders'
	Shares	Amount	Capital	Earnings	Equity
Balance, March 31, 2012	2,446,286	\$ 611,571	\$ 6,308,411	\$ 20,132,948	\$ 27,052,930
Net income	-	-	-	1,277,205	1,277,205
Cash dividend					
(\$0.25 per share)	-	-	-	(611,571)	(611,571)
Compensation expense related to					
stock options	-	-	7,000	-	7,000
Balance, December					
31, 2012	2,446,286	\$ 611,571	\$ 6,315,411	\$ 20,798,582	\$ 27,725,564

Commo	n Stock	Additional		Total
		Paid-In	Retained	Stockholders'
Shares	Amount	Capital	Earnings	Equity
		_		
2,446,286	\$ 611,571	\$ 6,321,411	\$ 21,191,237	\$ 28,124,219
-	-	-	1,049,518	1,049,518
-	-	-	(733,885)	(733,885)
			,	, i
2,500	625	24,750		25,375
-	-	17,824	-	17,824
		·		·
		(222,740	)	(222,740)
	Shares 2,446,286 -	2,446,286 \$ 611,571 	Shares       Amount       Paid-In Capital         2,446,286       \$ 611,571       \$ 6,321,411         -       -       -         2,500       625       24,750         -       -       17,824	Shares         Amount         Paid-In Capital         Retained Earnings           2,446,286         \$ 611,571         \$ 6,321,411         \$ 21,191,237           -         -         -         1,049,518           -         -         -         (733,885)           2,500         625         24,750           -         -         17,824         -

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Repurchase of				
common stock	(93,758)	(23,441)	(1,054,776) -	(1,078,217)
Balance, December				
31, 2013	2,355,028	\$ 588,755	\$ 5,086,469 \$ 21,506,870	\$ 27,182,094

See notes to condensed consolidated financial statements.

## AIR T, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

#### 1. Financial Statement Presentation

The condensed consolidated financial statements of Air T, Inc. (the "Company") have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the following disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the results for the periods presented have been made.

It is suggested that these financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended March 31, 2013. The results of operations for the periods ended December 31 are not necessarily indicative of the operating results for the full year.

#### **Reclassifications and Corrections**

During the third quarter ended December 31, 2013, the Company discovered that accounting guidance regarding certain software development costs had been misapplied resulting in the capitalization of costs in the Company's Ground Equipment Sales Segment that should have been expensed in prior periods beginning in fiscal 2011. The error was discovered when the project was completed in the quarter ended December 31, 2013 at which time the Company intended to begin amortizing the costs. The capitalization of costs resulted in an overstatement of pre-tax income that totaled \$68,000, \$33,000 and \$50,000 for the years ended March 31, 2011, 2012 and 2013, respectively. Management analyzed the error to determine if any of the prior years were materially misstated and determined that they were not. Management also determined that correcting the error in the current year would not materially misstate this year's results. The Company recorded the correction to the prior periods in the quarter ended December 31, 2013, through a charge to Ground Equipment Sales Segment operating costs in the amount of \$301,000, which included additional costs capitalized in the first two quarters of the current fiscal year.

Certain reclassifications have been made to the prior quarter amounts to conform to the current quarter presentation. Specifically, certain station expenses, including rents and salaries, totaling \$301,000 and \$831,000, respectively, have been reclassified from general and administrative expenses to Ground Support Services operating expenses in the financial statements for the three-month and nine-month periods ended December 31, 2013. The reclassification had no impact on segment operating income.

#### 2. Income Taxes

The tax effect of temporary differences, primarily asset reserves, stock-based compensation and accrued liabilities, gave rise to the Company's deferred tax asset in the accompanying December 31, 2013 and March 31, 2013 consolidated balance sheets. Deferred income taxes are recognized for the tax consequence of such temporary differences at the enacted tax rate expected to be in effect when the differences reverse.

The income tax provisions for the respective three-month and nine-month periods ended December 31, 2013 and 2012 differ from the federal statutory rate primarily as a result of state income taxes. In addition, during the quarter ended December 31, 2013, the Company settled an open federal tax audit for the year ended March 31, 2011 and agreed to pay additional federal tax of \$62,485, which has increased the income tax provisions for the three and nine-month periods ended December 31, 2013.

#### 3. Net Earnings Per Share

Basic earnings per share have been calculated by dividing net earnings by the weighted average number of common shares outstanding during each period. For purposes of calculating diluted earnings per share, shares issuable under employee and director stock options were considered potential common shares and were included in the weighted average common shares unless they were anti-dilutive.

The computation of basic and diluted earnings per common share is as follows:

	Tl	Three Months Ended December 31,			Nine Months Ended December 31,				
		2013	·	2012		2013			2012
Net earnings	\$	454,897	\$	632,760	\$	1,049,518	\$		1,277,205
Earnings Per Share:									
Basic	\$	0.19	\$	0.26	\$	0.43	\$		0.52
Diluted	\$	0.19	\$	0.26	\$	0.43	\$		0.52
Weighted Average									
Shares Outstanding:									
Basic		2,408,198		2,446,286		2,433,544			2,446,286
Diluted		2,441,569		2,447,349		2,458,040			2,450,837

[For the three months ended December 31, 2012, options to acquire 43,500 shares of common stock (none for the three months ended December 31, 2013) and for the nine months ended December 31, 2013 and 2012, respectively, options to acquire 10,000 and 43,500 shares of common stock, were not included in computing diluted earnings per common share because their effects were anti-dilutive.

#### 4. Inventories

#### Inventories consisted of the following:

	D	ecember 31, 2013	ľ	March 31, 2013
Aircraft parts and				
supplies	\$	119,638	\$	119,638
Ground support				
service parts		591,101		327,753
Ground equipment				
manufacturing:				
Raw materials		8,296,539		4,989,335
Work in process		1,707,354		1,305,029
Finished goods		1,899,336		2,230,100
Total inventories		12,613,968		8,971,855
Reserves		(838,641)		(790,155)
Total, net of				
reserves	\$	11,775,327	\$	8,181,700

#### 5. Stock-Based Compensation

The Company maintains stock-based compensation plans which allow for the issuance of stock options to officers, other key employees of the Company, and to members of the Board of Directors. The Company accounts for stock

compensation using fair value recognition provisions.

During the three-month period ended December 31, 2012, options for 10,000 shares were granted to an employee and during the three-month periods ended September 30, 2013 and 2012, options for 10,000 and 2,500 shares, respectively, were granted to directors. During the three-month period ended December 31, 2013, options for 2,500 shares were exercised, options for 71,000 shares were repurchased by the company and cancelled and options for 2,500 shares expired. No other options were granted, exercised or cancelled during the nine-month periods ended December 31, 2013 and 2012. Stock-based compensation expense in the amount of \$17,824 and \$7,000 was recognized for the nine-month periods ended December 31, 2013 and 2012, respectively. At December 31, 2013, there was \$14,300 in unrecognized compensation expense related to the stock options.

#### 6. Financing Arrangements

The Company has a \$7,000,000 secured long-term revolving credit line. In August 2013, the expiration date of the credit line was extended from August 31, 2014 to August 31, 2015. The revolving credit line contains customary events of default, a subjective acceleration clause and a fixed charge coverage requirement, with which the Company was in compliance at December 31, 2013. There is no requirement for the Company to maintain a lock-box arrangement under this agreement. The amount of credit available to the Company under the agreement at any given time is determined by an availability calculation, based

on the eligible borrowing base, as defined in the credit agreement, which includes the Company's outstanding receivables, inventories and equipment, with certain exclusions. At December 31, 2013, \$7,000,000 was available under the terms of the credit facility and no amounts were outstanding. Amounts advanced under the credit facility bear interest at the 30-day "LIBOR" rate (.17% at December 31, 2013) plus 150 basis points.

The Company assumes various financial obligations and commitments in the normal course of its operations and financing activities. Financial obligations are considered to represent known future cash payments that the Company is required to make under existing contractual arrangements such as debt and lease agreements.

#### 7. Segment Information

The Company operates in three business segments. The overnight air cargo segment, comprised of the Company's Mountain Air Cargo, Inc. ("MAC") and CSA Air, Inc. ("CSA") subsidiaries, operates in the air express delivery services industry. The ground equipment sales segment, comprised of the Company's Global Ground Support, LLC ("GGS") subsidiary, manufactures and provides mobile deicers and other specialized equipment products to passenger and cargo airlines, airports, the U.S. military and industrial customers. The ground support services segment, comprised of the Company's Global Aviation Services, LLC ("GAS") subsidiary, provides ground support equipment maintenance and facilities maintenance services to domestic airlines and aviation service providers. Each business segment has separate management teams and infrastructures that offer different products and services. The Company evaluates the performance of its operating segments based on operating income.

Segment data is summarized as follows:

	Three Months Ended December 31,			Nine Months Ended December 31,			
	2013	ioci	2012		2013	100	2012
Operating Revenues:							
Overnight Air Cargo	\$ 14,475,404	\$	12,416,819	\$	39,004,768	\$	35,201,746
Ground	 - 1, 1, 2, 10		,,	Ť	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Equipment Sales:							
Domestic	8,180,669		7,802,351		20,554,855		21,353,676
International	2,870,507		3,142,912		3,640,217		6,420,764
Total Ground Equipment							
Sales	11,051,176		10,945,263		24,195,072		27,774,440
Ground Support			, , ,		, ,		, ,
Services	4,308,020		3,341,186		12,104,906		9,377,307
Total	\$ 29,834,600	\$	26,703,268	\$	75,304,746	\$	72,353,493
Operating Income (Loss):							
Overnight Air							
Cargo	\$ 497,552		707,561	\$	1,734,768	\$	5 2,326,295
Ground							
Equipment							
Sales	1,208,623		441,346		1,667,536		582,089
	253,834		407,954		811,449		630,244

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Ground						
Support						
Services						
Corporate		(1,164,339)	(570,319	)	(2,445,133)	(1,547,482)
Total	\$	795,670	\$ 986,542		\$ 1,768,620	\$ 1,991,146
Capital						
Expenditures:						
Overnight Air						
Cargo	\$	37,769	\$ 36,156		\$ 50,005	\$ 85,651
Ground						
Equipment						
Sales		10,451	16,508		28,555	128,159
Ground						
Support						
Services		57,748	15,335		159,568	31,373
Corporate		17,280	3,908		29,395	47,330
Total	\$	123,248	\$ 71,907		\$ 267,523	\$ 292,513
Depreciation and	d Ar	nortization:				
Overnight Air						
Cargo	\$	42,478	\$ 38,815		\$ 127,310	\$ 114,705
Ground						
Equipment						
Sales		127,191	51,617		274,725	122,546
Ground						
Support						
Services		31,929	32,820		98,223	99,737
Corporate		13,038	12,994		40,032	42,505
Total	\$	214,636	\$ 136,246		\$ 540,290	\$ 379,493

## 8. Subsequent Events

Management has evaluated all events or transactions through the date of this filing. During this period, the Company did not have any material subsequent events that impacted its consolidated financial statements.

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

#### Overview

The Company operates in three business segments. The overnight air cargo segment, comprised of the Company's Mountain Air Cargo, Inc. ("MAC") and CSA Air, Inc. ("CSA") subsidiaries, operates in the air express delivery services industry. The ground equipment sales segment, comprised of the Company's Global Ground Support, LLC ("GGS") subsidiary, manufactures and provides mobile deicers and other specialized equipment products to passenger and cargo airlines, airports, the U.S. military and industrial customers. The ground support services segment, comprised of the Company's Global Aviation Services, LLC ("GAS") subsidiary, provides ground support equipment maintenance and facilities maintenance services to domestic airlines and aviation service providers. Each business segment has separate management teams and infrastructures that offer different products and services. The Company evaluates the performance of its operating segments based on operating income.

Following is a table detailing revenues by segment and by major customer category:

(In thousands)				
	Three Months E	Inded December 31,	Nine Months En	ded December 31,
	2013	2012	2013	2012