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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

# FORM 10-Q

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

**For the quarterly period ended March 31, 2011**

**OR**

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

**For the transition period from to**

**Commission file number: 1-13782**

# WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **25-1615902** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **1001 Air Brake Avenue Wilmerding, PA** | **15148** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**412-825-1000**
**(Registrant's telephone number, including area code)**

**N/A**
**(Former name, former address and former fiscal year, if changed since last report)**

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

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

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at May 4, 2011 |
|---|---|
| Common Stock, $.01 par value per share | **48,279,533 shares** |

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**March 31, 2011**

**FORM 10-Q**

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## PART I—FINANCIAL INFORMATION

**Item 1. FINANCIAL STATEMENTS**

## WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

## CONDENSED CONSOLIDATED BALANCE SHEETS

| *In thousands, except shares and par value* | Unaudited March 31, 2011 | December 31, 2010 |
|---|---|---|
| **Assets** | | |
| **Current Assets** | | |
| Cash and cash equivalents | $ 200,687 | $ 236,941 |
| Accounts receivable | 305,687 | 258,149 |
| Inventories | 284,964 | 253,491 |
| Deferred income taxes | 39,260 | 39,573 |
| Other current assets | 14,337 | 13,799 |
| Total current assets | 844,935 | 801,953 |
| Property, plant and equipment | 497,465 | 478,023 |
| Accumulated depreciation | (281,040) | (271,798) |
| Property, plant and equipment, net | 216,425 | 206,225 |
| **Other Assets** | | |
| Goodwill | 575,197 | 545,832 |
| Other intangibles, net | 227,883 | 216,913 |
| Deferred income taxes | 3,508 | 3,346 |
| Other noncurrent assets | 29,180 | 28,812 |
| Total other assets | 835,768 | 794,903 |
| Total Assets | $1,897,128 | $1,803,081 |
| **Liabilities and Shareholders' Equity** | | |
| **Current Liabilities** | | |
| Accounts payable | $ 174,542 | $ 170,504 |
| Customer deposits and advanced billings | 41,670 | 23,810 |
| Accrued compensation | 33,316 | 39,870 |
| Accrued warranty | 22,777 | 20,510 |
| Current portion of long-term debt | 40,068 | 40,068 |
| Other accrued liabilities | 69,098 | 53,612 |
| Total current liabilities | 381,471 | 348,374 |
| Long-term debt | 360,001 | 382,007 |
| Accrued postretirement and pension benefits | 60,180 | 60,508 |
| Deferred income taxes | 80,242 | 76,505 |
| Accrued warranty | 27,821 | 15,003 |
| Other long-term liabilities | 17,780 | 17,297 |
| Total liabilities | 927,495 | 899,694 |
| **Shareholders' Equity** | | |
| Preferred stock, 1,000,000 shares authorized, no shares issued | — | — |
| Common stock, $.01 par value; 100,000,000 shares authorized: 66,174,767 shares issued and 48,172,163 and 47,954,085 outstanding at March 31, 2011 and December 31, 2010, respectively | 662 | 662 |
| Additional paid-in capital | 341,708 | 339,861 |
| Treasury stock, at cost, 18,002,604 and 18,220,682 shares, at March 31, 2011 and December 31, 2010, respectively | (286,609) | (290,081) |
| Retained earnings | 927,877 | 887,406 |
| Accumulated other comprehensive loss | (17,595) | (38,077) |
| Total Westinghouse Air Brake Technologies Corporation shareholders' equity | 966,043 | 899,771 |
| Non-controlling interest | 3,590 | 3,616 |
| Total shareholders' equity | 969,633 | 903,387 |
| Total Liabilities and Shareholders' Equity | $1,897,128 | $1,803,081 |

The accompanying notes are an integral part of these statements.

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**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

| *In thousands, except per share data* | Unaudited Three Months Ended March 31, 2011 | Unaudited Three Months Ended March 31, 2010 |
|---|---|---|
| Net sales | $ 455,259 | $ 363,927 |
| Cost of sales | (322,064) | (255,538) |
| Gross profit | 133,195 | 108,389 |
| Selling, general and administrative expense | (54,816) | (44,631) |
| Engineering expense | (8,888) | (10,695) |
| Amortization expense | (3,114) | (1,887) |
| Total operating expenses | (66,818) | (57,213) |
| Income from operations | 66,377 | 51,176 |
| Other income and expenses | | |
| Interest expense, net | (3,684) | (3,912) |
| Other income (expense), net | 460 | (721) |
| Income from operations before income taxes | 63,153 | 46,543 |
| Income tax expense | (22,201) | (16,179) |
| Net income attributable to Wabtec shareholders | $ 40,952 | $ 30,364 |
| **Earnings Per Common Share** | | |
| Basic | | |
| Net income attributable to Wabtec shareholders | $ 0.85 | $ 0.64 |
| Diluted | | |
| Net income attributable to Wabtec shareholders | $ 0.85 | $ 0.63 |
| Weighted average shares outstanding | | |
| Basic | 47,738 | 47,461 |
| Diluted | 48,251 | 47,895 |

The accompanying notes are an integral part of these statements.

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**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

| *In thousands* | Unaudited Three Months Ended March 31, 2011 | 2010 |
|---|---|---|
| **Operating Activities** | | |
| Net income attributable to Wabtec shareholders | $ 40,952 | $ 30,364 |
| Adjustments to reconcile net income to net cash provided by operations: | | |
| Depreciation and amortization | 10,818 | 8,400 |
| Stock-based compensation expense | 3,419 | 2,491 |
| Loss on disposal of property, plant and equipment | 37 | 27 |
| Excess income tax benefits from exercise of stock options | (716) | (1,374) |
| Changes in operating assets and liabilities, net of acquisitions | | |
| Accounts receivable | (35,946) | (34,856) |
| Inventories | (21,441) | (3,810) |
| Accounts payable | (4,037) | 2,541 |
| Accrued income taxes | 10,788 | 841 |
| Accrued liabilities and customer deposits | 10,888 | 1,227 |
| Other assets and liabilities | 1,724 | 6,516 |
| Net cash provided by operating activities | 16,486 | 12,367 |
| **Investing Activities** | | |
| Purchase of property, plant and equipment | (7,401) | (3,601) |
| Proceeds from disposal of property, plant and equipment | 16 | 1 |
| Acquisitions of business, net of cash acquired | (31,047) | (39,943) |
| Acquisition purchase price adjustment | 35 | 2,368 |
| Net cash used for investing activities | (38,397) | (41,175) |
| **Financing Activities** | | |
| Proceeds from debt | 45,000 | 111,000 |
| Payments of debt | (67,008) | (83,333) |
| Proceeds from exercise of stock options and other benefit plans | 1,184 | 1,596 |
| Stock repurchase | — | (3,096) |
| Excess income tax benefits from exercise of stock options | 716 | 1,374 |
| Cash dividends ($0.01 per share for the three months ended March 31, 2011 and 2010) | (481) | (468) |
| Net cash (used for) provided by financing activities | (20,589) | 27,073 |
| Effect of changes in currency exchange rates | 6,246 | (8,024) |
| Decrease in cash | (36,254) | (9,759) |
| Cash, beginning of year | 236,941 | 188,659 |
| Cash, end of period | $200,687 | $178,900 |

The accompanying notes are an integral part of these statements.

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011 (UNAUDITED)**

## 1. BUSINESS

Wabtec is one of the world's largest providers of value-added, technology-based products and services for the global rail industry. Our products are found on virtually all U.S. locomotives, freight cars and passenger transit vehicles, as well as in approximately 100 countries throughout the world. Our products enhance safety, improve productivity and reduce maintenance costs for customers, and many of our core products and services are essential in the safe and efficient operation of freight rail and passenger transit vehicles. Wabtec is a global company with operations in 17 countries. In the first three months of 2011, about 44% of the Company's revenues came from customers outside the U.S.

## 2. ACCOUNTING POLICIES

***Basis of Presentation*** The unaudited condensed consolidated interim financial statements have been prepared in accordance with generally accepted accounting principles and the rules and regulations of the Securities and Exchange Commission and include the accounts of Wabtec and its majority owned subsidiaries. These condensed interim financial statements do not include all of the information and footnotes required for complete financial statements. In Management's opinion, these financial statements reflect all adjustments of a normal, recurring nature necessary for a fair presentation of the results for the interim periods presented. Results for these interim periods are not necessarily indicative of results to be expected for the full year.

The Company operates on a four-four-five week accounting quarter, and accordingly, the quarters end on or about March 31, June 30, September 30 and December 31.

The notes included herein should be read in conjunction with the audited consolidated financial statements included in Wabtec's Annual Report on Form 10-K for the year ended December 31, 2010. The December 31, 2010 information has been derived from the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

***Reclassifications*** Certain prior year amounts have been reclassified where necessary to conform to the current year presentation.

***Revenue Recognition*** Revenue is recognized in accordance with Accounting Standards Codification ("ASC") 605 "Revenue Recognition". Revenue is recognized when products have been shipped to the respective customers, title has passed and the price for the product has been determined.

The Company recognizes revenues on long-term contracts based on the percentage of completion method of accounting. The units-of-delivery method or other input-based or output-based measures, as appropriate, are used to measure the progress toward completion of individual contracts. Contract revenues and cost estimates are reviewed and revised at a minimum quarterly and adjustments are reflected in the accounting period as such amounts are determined. Provisions are made currently for estimated losses on uncompleted contracts.

Certain pre-production costs relating to long-term production and supply contracts have been deferred and will be recognized over the life of the contracts. Deferred pre-production costs were $12.8 million and $11.9 million at March 31, 2011 and December 31, 2010, respectively.

***Use of Estimates*** The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and

expenses during the reporting period. Actual amounts could differ from the estimates. On an ongoing basis, management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

***Stock-Based Compensation*** The Company recognizes compensation expense for stock-based compensation based on the grant date fair value ratably over the requisite service period following the date of grant.

***Financial Derivatives and Hedging Activities*** The Company has periodically entered into foreign currency forward contracts to reduce the impact of changes in currency exchange rates. Forward contracts are agreements with a counter-party to exchange two distinct currencies at a set exchange rate for delivery on a set date at some point in the future. There is no exchange of funds until the delivery date. At the delivery date the Company can either take delivery of the currency or settle on a net basis.

At March 31, 2011, the Company had forward contracts for the sale of South African Rand (ZAR) and the purchase of U.S. Dollars (USD). The Company concluded that these foreign currency forward contracts qualify for cash flow hedge accounting which permits the recording of the fair value of the forward contract and corresponding adjustment to other comprehensive income (loss), net of tax, on the balance sheet. As of March 31, 2011, the Company had forward contracts with a notional value of 24.3 million ZAR (or $3.4 million U.S.) with an average exchange rate of 7.20 ZAR per $1 USD, resulting in the recording of a current liability of $155,000 and a corresponding offset in accumulated other comprehensive income of $99,000, net of tax.

To reduce the impact of interest rate changes on a portion of its variable-rate debt, the Company entered into interest rate swaps which effectively converted a portion of the debt from variable to fixed-rate borrowings during the term of the swap contracts. The Company is exposed to credit risk in the event of nonperformance by the counterparties. However, since only the cash interest payments are exchanged, exposure is significantly less than the notional amount. The counterparties are large financial institutions with an excellent credit rating and history of performance. The Company currently believes the risk of nonperformance is negligible. The Company concluded that these interest rate swap agreements qualify for cash flow hedge accounting which permits the recording of the fair value of the interest rate swap agreements and corresponding adjustment to other comprehensive income (loss), net of tax, on the balance sheet. As of March 31, 2011, the Company had interest rate swap agreements with a notional value of $137.0 million and which effectively changed the Company’s interest rate on bank debt at March 31, 2011 from a variable rate to a fixed rate of 2.26%. The interest rate swap agreements mature at various times through December 2012. As of March 31, 2011, the Company has recorded a current liability of $2.2 million and a corresponding offset in accumulated other comprehensive loss of $1.3 million, net of tax, related to these agreements.

***Foreign Currency Translation*** Assets and liabilities of foreign subsidiaries, except for the Company’s Mexican operations whose functional currency is the U.S. Dollar, are translated at the rate of exchange in effect on the balance sheet date while income and expenses are translated at the weighted average rates of exchange prevailing during the year. Foreign currency gains and losses resulting from transactions, and the translation of financial statements are recorded in the Company’s consolidated financial statements based upon the provisions of ASC 830 “Foreign Currency Matters.” The effects of currency exchange rate changes on intercompany transactions and balances of a long-term investment nature are accumulated and carried as a component of shareholders’ equity. The effects of currency exchange rate changes on transactions that are denominated in a currency other than an entity’s functional currency are charged or credited to earnings. Foreign exchange transaction gains recognized in other income (expense), net were $323,000 for the three months ended March 31, 2011. Foreign exchange transaction losses recognized in other (expense) income, net were $597,000 for the three months ended March 31, 2010.

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WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011 (UNAUDITED)

***Non-controlling Interests*** In accordance with ASC 810, the Company has classified non-controlling interests as equity on our condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010. Net income attributable to non-controlling interests for the three months ended March 31, 2011 and 2010 was not material.

***Other Comprehensive Income*** Comprehensive income is defined as net income and all other non-owner changes in shareholders' equity. The Company's accumulated other comprehensive income consists of foreign currency translation adjustments, foreign currency hedges, foreign exchange contracts, interest rate swaps, and pension and post retirement related adjustments. Total comprehensive income was:

| *In thousands* | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| Net income attributable to Wabtec shareholders | $40,952 | $30,364 |
| Foreign currency translation gain (loss) | 20,420 | (9,928) |
| Unrealized gain on foreign exchange contracts, net of tax | 23 | 34 |
| Unrealized gain (loss) on interest rate swap contracts, net of tax | 206 | (451) |
| Change in pension and post retirement benefit plans, net of tax | (167) | 295 |
| Total comprehensive income | $61,434 | $20,314 |

The components of accumulated other comprehensive loss were:

| *In thousands* | March 31, 2011 | December 31, 2010 |
|---|---|---|
| Foreign currency translation gain | $ 30,687 | $ 10,267 |
| Unrealized loss on foreign exchange contracts, net of tax | (99) | (122) |
| Unrealized loss on interest rate swap contracts, net of tax | (1,327) | (1,533) |
| Pension benefit plans and post retirement benefit plans, net of tax | (46,856) | (46,689) |
| Total accumulated comprehensive loss | $(17,595) | $ (38,077) |

## 3. ACQUISITIONS AND DISCONTINUED OPERATIONS

The Company made the following acquisitions operating as a business unit or component of a business unit in the Freight Group:

- On August 20, 2010, the Company acquired Bach-Simpson Corporation ("Bach-Simpson"), a designer and manufacturer of electronic instrumentation devices for rail and transit markets, for a net purchase price of approximately $12.0 million, resulting in preliminary additional goodwill of $3.4 million, of which $2.6 million will be deductible for tax purposes.
- On July 28, 2010, the Company acquired G&B Specialties, Inc. ("G&B"), a manufacturer of railroad track and signaling products, for a net purchase price of approximately $31.8 million, net of cash received, resulting in preliminary additional goodwill of $13.0 million, none of which will be deductible for tax purposes.
- On March 12, 2010, the Company acquired Xorail LLC ("Xorail"), a leading provider of signal engineering and design services. The purchase price was $39.9 million, net of cash received, resulting in additional goodwill of $29.6 million, none of which will be deductible for tax purposes.

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**
**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011 (UNAUDITED)**

The Company made the following acquisitions operating as a business unit or component of a business unit in the Transit Group:

- On February 25, 2011, the Company acquired Brush Traction Group ("Brush Traction"), a UK-based provider of locomotive overhauls, services and aftermarket components for a net purchase price of approximately $31.0 million, resulting in a preliminary additional goodwill of $22.8 million, of which all will be deductible for tax purposes.
- On November 5, 2010, the Company acquired substantially all of the assets of Swiger Coil Systems ("Swiger"), a manufacturer of traction motors and electric coils for the rail and power generation markets for a net purchase price of approximately $43.0 million, resulting in a preliminary additional goodwill of $18.3 million, of which all will be deductible for tax purposes.

The 2011 and 2010 acquisitions listed above include escrow deposits of $21.8 million, which may be released to the Company for indemnity and other claims in accordance with the purchase and escrow agreements.

For the Brush Traction, Swiger, Bach-Simpson and G&B acquisitions, the following table summarizes the preliminary estimated fair values of the assets acquired and liabilities assumed at the date of the acquisition. For the Xorail acquisition, the following table summarizes the final fair value of the assets acquired and liabilities assumed at the date of acquisition.

| *In thousands* | Brush Traction February 25, 2011 | Swiger November 5, 2010 | Bach-Simpson August 20, 2010 | G&B July 28, 2010 | Xorail March 12, 2010 |
|---|---|---|---|---|---|
| Current assets | $ 19,557 | $ 9,650 | $ 3,818 | $ 8,330 | $ 11,147 |
| Property, plant & equipment | 6,334 | 2,978 | 213 | 5,510 | 2,905 |
| Goodwill and other intangible assets | 33,715 | 33,102 | 8,494 | 28,947 | 35,545 |
| Other assets | — | — | — | 43 | 133 |
| Total assets acquired | 59,606 | 45,730 | 12,525 | 42,830 | 49,730 |
| Total liabilities assumed | (28,559) | (2,759) | (532) | (10,988) | (9,787) |
| Net assets acquired | $ 31,047 | $ 42,971 | $ 11,993 | $ 31,842 | $ 39,943 |

Of the preliminary allocation of $10.9 million of acquired intangible assets for Brush Traction, exclusive of goodwill, $3.1 million was assigned to customer relationships, $5.5 million was assigned to trade names and $2.3 million was assigned to customer backlog. The trade names are considered to have an indefinite useful life while the customer relationships' average useful life is 10 years.

Of the preliminary allocation of $14.8 million of acquired intangible assets for Swiger, exclusive of goodwill, $6.2 million was assigned to customer relationships, $5.1 million was assigned to trade names, $2.4 million was assigned to long-term contracts, $560,000 was assigned to non-compete agreements and $510,000 was assigned to customer backlog. The trade names are considered to have an indefinite useful life while the customer relationships' average useful life is 15 years, the long term contracts' average useful life is four years and the non-compete agreements' average useful life is two years.

Of the preliminary allocation of $5.1 million of acquired intangible assets for Bach-Simpson, exclusive of goodwill, $2.9 million was assigned to customer relationships, $486,000 was assigned to long-term contracts, $914,000 was assigned to trade names and $752,000 was assigned to customer backlog. The trade names are considered to have an indefinite useful life while the customer relationships' average useful life is 15 years and the long term contracts' average useful life is two years.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011 (UNAUDITED)

Of the preliminary allocation of $15.9 million of acquired intangible assets for G&B, exclusive of goodwill, $12.3 million was assigned to customer relationships, $2.8 million was assigned to trade names and $850,000 was assigned to customer backlog. The trade names are considered to have an indefinite useful life while the customer relationships' average useful life is 15 years.

Of the allocation of $5.9 million of acquired intangible assets for Xorail, exclusive of goodwill, $4.3 million was assigned to customer relationships, $426,000 was assigned to intellectual property, $470,000 was assigned to non-compete agreements and $750,000 was assigned to customer backlog. The customer relationships' average useful life is 20 years, the intellectual property's average useful life is six years and the non-compete agreements' average useful life is six years.

In addition to the acquisitions listed above, the Company completed the following transactions:

- On December 31, 2010, the Company acquired Adantech Industria e Comercio de Metal ("Adantech"), a manufacturer of a variety of brake shoes and pads for subway cars, locomotives and freight cars for a net purchase price of approximately $1.9 million, resulting in preliminary additional goodwill of $1.8 million, of which all will be deductible for tax purposes.
- On September 15, 2010, the Company formed a joint venture in China to manufacture transformer oil coolers, generator coolers and related products for the power generation market. The Company invested $1.5 million for a 60% interest in Hubei Dengfeng Unifin Electrical Equipment Cooling System Co., Ltd. ("Unifin DF"). Operating results have been included in the consolidated statement of operations from the date of acquisition forward.
- On December 31, 2008, the Company invested $2.8 million in Shenyang CNR Wabtec Railway Brake Technology Company, Ltd. ("Shenyang") for a minority interest in a joint venture Company. On September 9, 2010, the Company invested an additional $8.0 million in this joint venture. Shenyang manufactures braking equipment for the freight car market in China.

The following unaudited pro forma financial information presents income statement results as if the acquisitions listed above had occurred on January 1, 2010:

| *In thousands* | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| Net sales | $ 463,929 | $ 399,132 |
| Gross profit | 135,388 | 119,926 |
| Net income attributable to Wabtec shareholders | 41,848 | 33,035 |
| Diluted earnings per share | | |
| As Reported | $ 0.85 | $ 0.63 |
| Pro forma | $ 0.87 | $ 0.69 |

## 4. INVENTORIES

The components of inventory, net of reserves, were:

| *In thousands* | March 31, 2011 | December 31, 2010 |
|---|---|---|
| Raw materials | $120,100 | $ 108,768 |
| Work-in-process | 99,684 | 81,254 |
| Finished goods | 65,180 | 63,469 |
| Total inventories | $284,964 | $ 253,491 |

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**
**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011 (UNAUDITED)**

## 5. INTANGIBLES

Goodwill was $575.2 million and $545.8 million at March 31, 2011 and December 31, 2010, respectively. The adjustment of $0.3 million to goodwill for preliminary purchase allocation is due to the Xorail, Adantech and Swiger acquisitions. The change in the carrying amount of goodwill by segment for the three months ended March 31, 2011 is as follows:

| *In thousands* | Freight Group | Transit Group | Total |
|---|---|---|---|
| Balance at December 31, 2010 | $364,604 | $181,228 | $545,832 |
| Adjustment to preliminary purchase allocation | 341 | (36) | 305 |
| Acquisition | — | 22,829 | 22,829 |
| Foreign currency impact | 216 | 6,015 | 6,231 |
| Balance at March 31, 2011 | $365,161 | $210,036 | $575,197 |

As of March 31, 2011 and December 31, 2010, the Company's trademarks had a net carrying amount of $110.7 million and $103.5 million, respectively, and the Company believes these intangibles have an indefinite life. Intangible assets of the Company, other than goodwill and trademarks, consist of the following:

| *In thousands* | March 31, 2011 | December 31, 2010 |
|---|---|---|
| Patents and other, net of accumulated amortization of $30,453 and $29,613 | $ 15,468 | $ 14,363 |
| Customer relationships, net of accumulated amortization of $15,662 and $13,614 | 101,697 | 99,039 |
| Total | $117,165 | $ 113,402 |

The weighted average remaining useful life of patents, customer relationships and intellectual property were six years, 15 years and 17 years, respectively. Amortization expense for intangible assets was $3.1 million and $1.9 million for the three months ended March 31, 2011 and 2010, respectively.

Amortization expense for the five succeeding years is as follows (in thousands):

| | |
|---|---|
| 2011 | $12,400 |
| 2012 | 10,700 |
| 2013 | 9,177 |
| 2014 | 8,962 |
| 2015 | 8,467 |

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011 (UNAUDITED)

**6. LONG-TERM DEBT**

Long-term debt consisted of the following:

| *In thousands* | March 31, 2011 | December 31, 2010 |
|---|---|---|
| 6.875% Senior Notes, due 2013 | $150,000 | $ 150,000 |
| Term Loan Facility | 117,500 | 137,500 |
| Revolving Credit Facility | 132,000 | 134,000 |
| Capital Leases | 569 | 575 |
| Total | 400,069 | 422,075 |
| Less—current portion | 40,068 | 40,068 |
| Long-term portion | $360,001 | $ 382,007 |

*2008 Refinancing Credit Agreement*

On November 4, 2008, the Company refinanced its existing unsecured revolving credit agreement with a consortium of commercial banks. This “2008 Refinancing Credit Agreement” provides the company with a $300 million five-year revolving credit facility and a $200 million five-year term loan facility. The Company incurred $2.9 million of deferred financing cost related to the 2008 Refinancing Credit Agreement. Both facilities expire in January 2013. The 2008 Refinancing Credit Agreement borrowings bear variable interest rates indexed to the indices described below. At March 31, 2011, the Company had available bank borrowing capacity, net of $47.8 million of letters of credit, of approximately $120.2 million, subject to certain financial covenant restrictions.

Under the 2008 Refinancing Credit Agreement, the Company may elect a Base Rate of interest or an interest rate based on the London Interbank Offered Rate (“LIBOR”) of interest (“the Alternate Rate”). The Base Rate adjusts on a daily basis and is the greater of the PNC, N.A. prime rate, 30-day LIBOR plus 150 basis points or the Federal Funds Effective Rate plus 0.5% per annum, plus a margin that ranges from 25 to 50 basis points. The Alternate rate is based on quoted LIBOR rates plus a margin that ranges from 125 to 200 basis points. Both the Base Rate and Alternate Rate margins are dependent on the Company’s consolidated total indebtedness to cash flow ratios. The initial Base Rate margin is 25 basis points and the Alternate Rate margin is 125 basis points. At March 31, 2011 the weighted average interest rate on the Company’s variable rate debt was 1.52%. To reduce the impact of interest rate changes on a portion of this variable-rate debt, the Company entered into interest rate swaps which effectively converted a portion of the debt from variable to fixed-rate borrowings during the term of the swap contracts. On March 31, 2011, the notional value of the interest rate swaps outstanding was $137.0 million and effectively changed the Company’s interest rate on bank debt at March 31, 2011 from a variable rate to a fixed rate of 2.26%. The interest rate swap agreements mature at various times through December 2012. The Company is exposed to credit risk in the event of nonperformance by the counterparties. However, since only the cash interest payments are exchanged, exposure is significantly less than the notional amount. The counterparties are large financial institutions with an excellent credit rating and history of performance. The Company currently believes the risk of nonperformance is negligible.

The 2008 Refinancing Credit Agreement limits the Company’s ability to declare or pay cash dividends and prohibits the Company from declaring or making other distributions, subject to certain exceptions. The 2008 Refinancing Credit Agreement contains various other covenants and restrictions including the following limitations: incurrence of additional indebtedness; mergers, consolidations, sales of assets and acquisitions; additional liens; sale and leasebacks; permissible investments, loans and advances; certain debt payments; and imposes a minimum interest expense coverage ratio of 3.0 and a maximum debt to cash flow ratio of 3.25. The Company is in

compliance with these measurements and covenants and expects that these measurements will not be any type of limiting factor in executing our operating activities.

On January 28, 2011, the Company entered into Amendment No. 1 to the 2008 Refinancing Credit Agreement. The amendment increased the limit on surety bonds, performance bonds, bid bonds, or similar obligations arising in the ordinary course of business from $350 million to $500 million in the aggregate. The amendment also expanded the definition of Issuing Lender to allow additional banks to issue Letters of Credit.

*6.875% Senior Notes Due August 2013*

In August 2003, the Company issued $150 million of Senior Notes due in 2013 (“the Notes”). The Notes were issued at par. Interest on the Notes accrues at a rate of 6.875% per annum and is payable semi-annually on January 31 and July 31 of each year. The proceeds were used to repay debt outstanding under the Company’s existing credit agreement, and for general corporate purposes. The principal balance is due in full at maturity.

The Notes are senior unsecured obligations of the Company and rank pari passu with all existing and future senior debt and senior to all existing and future subordinated indebtedness of the Company. The indenture under which the Notes were issued contains covenants and restrictions which limit among other things, the following: the incurrence of indebtedness, payment of dividends and certain distributions, sale of assets, change in control, mergers and consolidations and the incurrence of liens.

## 7. EMPLOYEE BENEFIT PLANS

### Defined Benefit Pension Plans

The Company sponsors defined benefit pension plans that cover certain U.S., Canadian, German, and United Kingdom employees and which provide benefits of stated amounts for each year of service of the employee.

The Company uses a December 31 measurement date for the plans. The following tables provide information regarding the Company’s defined benefit pension plans summarized by U.S. and international components.

| | U.S. Three months ended March 31, | | International Three months ended March 31, | |
|---|---|---|---|---|
| *In thousands, except percentages* | 2011 | 2010 | 2011 | 2010 |
| **Net periodic benefit cost** | | | | |
| Service cost | $ 74 | $ 80 | $ 802 | $ 738 |
| Interest cost | 619 | 648 | 1,898 | 1,882 |
| Expected return on plan assets | (851) | (776) | (2,128) | (1,941) |
| Net amortization/deferrals | 606 | 479 | 505 | 453 |
| Curtailment loss recognized | — | — | — | 88 |
| Settlement loss recognized | — | — | 284 | 241 |
| Net periodic benefit cost | $ 448 | $ 431 | $ 1,361 | $ 1,461 |
| **Assumptions** | | | | |
| Discount rate | 5.20% | 5.75% | 5.43% | 6.11% |
| Expected long-term rate of return | 8.00% | 8.00% | 6.72% | 6.94% |
| Rate of compensation increase | 3.00% | 3.00% | 3.17% | 3.28% |

**Post Retirement Benefit Plans**

In addition to providing pension benefits, the Company has provided certain unfunded postretirement health care and life insurance benefits for a portion of North American employees. The Company is not obligated to pay health care and life insurance benefits to individuals who had retired prior to 1990.

The Company uses a December 31 measurement date for all post retirement plans. The following tables provide information regarding the Company's post retirement benefit plans summarized by U.S. and international components.

| | U.S. Three months ended March 31, | | International Three months ended March 31, | |
|---|---|---|---|---|
| *In thousands, except percentages* | 2011 | 2010 | 2011 | 2010 |
| **Net periodic benefit cost** | | | | |
| Service cost | $ 10 | $ 12 | $ 14 | $ 17 |
| Interest cost | 399 | 404 | 58 | 75 |
| Net amortization/deferrals | (244) | (263) | (97) | (61) |
| Net periodic benefit cost | $ 165 | $ 153 | $ (25) | $ 31 |
| **Assumptions** | | | | |
| Discount rate | 5.20% | 5.75% | 5.50% | 6.40% |

## 8. STOCK-BASED COMPENSATION

As of March 31, 2011, the Company maintains employee stock-based compensation plans for stock options, restricted stock, and incentive stock awards as governed by the 2000 Stock Incentive Plan, as amended (the "2000 Plan"). The Company also maintains a Non-Employee Directors' Fee and Stock Option Plan ("Directors Plan"). No awards may be made under either plan subsequent to October 31, 2016.

Stock-based compensation expense was $3.4 million and $2.5 million for the three months ended March 31, 2011 and 2010, respectively. Included in the stock-based compensation expense for 2011 above is $609,000 of expense related to stock options, $1.0 million related to restricted stock, $1.6 million related to incentive stock awards and $225,000 related to awards issued for Directors' fees. At March 31, 2011, unamortized compensation expense related to stock options, restricted stock and incentive stock awards expected to vest totaled $25.7 million and will be recognized over a weighted average period of 1.8 years.

***Stock Options*** Stock options are granted to eligible employees and directors at the fair market value, which is the average of the high and low Wabtec stock price on the date of grant. Under the 2000 Plan, options become exercisable over a four-year vesting period and expire 10 years from the date of grant. Under the Directors Plan, options become exercisable over a three-year vesting period and expire 10 years from the date of grant.

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The following table summarizes the Company's stock option activity and related information for both the 2000 Plan and Directors Plan for the three months ended March 31, 2011:

| | Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life | Aggregate intrinsic value (in thousands) |
|---|---|---|---|---|
| Outstanding at December 31, 2010 | 998,389 | $ 27.83 | 6.2 | $ 25,018 |
| Granted | 115,946 | 57.46 | | 1,264 |
| Exercised | (52,290) | 22.62 | | (2,392) |
| Canceled | (6,750) | 30.30 | | (257) |
| Outstanding at March 31, 2011 | 1,055,295 | $ 31.33 | 6.5 | $ 39,079 |
| Exercisable at March 31, 2011 | 655,279 | $ 25.55 | 5.6 | $ 28,053 |

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

| | Three months ended March 31, | |
|---|---|---|
| | 2011 | 2010 |
| Dividend yield | .07% | .10% |
| Risk-free interest rate | 3.03% | 3.16% |
| Stock price volatility | 45.6% | 46.1% |
| Expected life (years) | 5.0 | 5.0 |

The dividend yield is based on the Company's dividend rate and the current market price of the underlying common stock at the date of grant. Expected life in years is determined from historical stock option exercise data. Expected volatility is based on the historical volatility of the Company's stock. The risk-free interest rate is based on the U.S. Treasury bond rates for the expected life of the option.

***Restricted Stock and Incentive Stock Awards*** Under the 2000 Plan, the Company adopted a restricted stock plan in 2006. Eligible employees are granted restricted stock that generally vests over four years from the date of grant. Under the Directors Plan, restricted stock awards vest one year from the date of grant.

In addition, the Company has issued incentive stock awards to eligible employees that vest upon attainment of certain cumulative three year performance goals. The incentive stock awards included in the table below represent the number of shares that may ultimately vest. As of March 31, 2011, based on the Company's performance, we estimate that these stock awards will vest and have recorded compensation expense accordingly. If our estimate of the number of these stock awards expected to vest changes in a future accounting period, compensation expense could be reduced or increased and will be recognized over the remaining vesting period.

Compensation expense for the restricted stock and incentive stock awards is based on the average of the high and low Wabtec stock price on the date of grant and recognized over the applicable vesting period.

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The following table summarizes the restricted stock activity for both the 2000 Plan and Directors Plan and incentive stock awards activity for the 2000 Plan with related information for the three months ended March 31, 2011:

| | Restricted Stock | Incentive Stock Awards | Weighted Average Grant Date Fair Value |
|---|---|---|---|
| Outstanding at December 31, 2010 | 276,627 | 356,327 | $ 35.90 |
| Granted | 98,446 | 117,150 | 57.43 |
| Vested | (90,528) | (67,342) | 34.81 |
| Canceled | (2,500) | (2,759) | 33.10 |
| Outstanding at March 31, 2011 | 282,045 | 403,376 | $ 42.94 |

## 9. INCOME TAXES

The overall effective income tax rate was 35.2% and 34.8% for the three months ended March 31, 2011 and 2010, respectively.

As of March 31, 2011, the liability for income taxes associated with uncertain tax positions is $10.0 million, of which $3.1 million, if recognized would favorably affect the Company's effective tax rate. As of December 31, 2010 the liability associated with uncertain tax positions was $10.0 million, of which $3.1 million, if recognized, would favorably affect the Company's effective tax rate.

The Company includes interest and penalties related to uncertain tax positions in income tax expense. As of March 31, 2011 the total accrued interest and penalties are $3.1 million and $1.7 million, respectively. As of December 31, 2010 the total accrued interest and penalties were $3.1 million and $1.7 million, respectively.

The Internal Revenue Service is currently auditing the 2008 and 2009 tax years. With limited exception, the Company is no longer subject to examination by various U.S. and foreign taxing authorities for the years before 2007.

At this time, the Company believes that it is reasonably possible that unrecognized tax benefits of approximately $3.4 million may change within the next twelve months due to the expiration of statutory review periods and current examinations.

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## 10. EARNINGS PER SHARE

The computation of basic and diluted earnings per share for net income attributable to Wabtec shareholders is as follows:

| *In thousands, except per share* | Three Months Ended March 31, 2011 | 2010 |
|---|---|---|
| **Numerator** | | |
| Numerator for basic and diluted earnings per common share—net income attributable to Wabtec shareholders | $ 40,952 | $ 30,364 |
| Less: dividends declared—common shares and non-vested restricted stock | (481) | (468) |
| Undistributed earnings | 40,471 | 29,896 |
| Percentage allocated to common shareholders(1) | 99.5% | 99.5% |
| | 40,269 | 29,747 |
| Add: dividends declared—common shares | 479 | 466 |
| Numerator for basic and diluted earnings per common share | $ 40,748 | $ 30,213 |
| **Denominator** | | |
| Denominator for basic earnings per common share—weighted-average shares | 47,738 | 47,461 |
| Effect of dilutive securities: | | |
| Assumed conversion of dilutive stock-based compensation plans | 513 | 434 |
| Denominator for diluted earnings per common share—adjusted weighted-average shares and assumed conversion | 48,251 | 47,895 |
| **Net income per common share attributable to Wabtec shareholders** | | |
| Basic | $ 0.85 | $ 0.64 |
| Diluted | $ 0.85 | $ 0.63 |
| (1) Basic weighted-average common shares outstanding | 47,738 | 47,461 |
| Basic weighted-average common shares outstanding and non-vested restricted stock expected to vest | 47,971 | 47,678 |
| Percentage allocated to common shareholders | 99.5% | 99.5% |

The Company’s non-vested restricted stock contains rights to receive nonforfeitable dividends, and thus, are participating securities requiring the two-class method of computing earnings per share. The calculation of earnings per share for common stock shown above excludes the income attributable to the non-vested restricted stock from the numerator and excludes the dilutive impact of those shares from the denominator.

## 11. WARRANTIES

The following table reconciles the changes in the Company’s product warranty reserve as follows:

| *In thousands* | Three Months Ended March 31, 2011 | 2010 |
|---|---|---|
| Balance at December 31, 2010 and 2009, respectively | $35,513 | $29,207 |
| Warranty expense | 5,756 | 3,977 |
| Acquisition | 13,395 | — |
| Warranty claim payments | (4,066) | (3,810) |
| Balance at March 31, 2011 and 2010, respectively | $50,598 | $29,374 |

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## 12. FAIR VALUE MEASUREMENT

ASC 820 “Fair Value Measurements and Disclosures” defines fair value, establishes a framework for measuring fair value and explains the related disclosure requirements. ASC 820 indicates, among other things, that a fair value measurement assumes that the transaction to sell an asset or transfer a liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability and defines fair value based upon an exit price model.

**Valuation Hierarchy.** ASC 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company’s assumptions used to measure assets and liabilities at fair value. A financial asset or liability’s classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides the liabilities carried at fair value measured on a recurring basis as of March 31, 2011, which are included in other current liabilities on the Condensed Consolidated Balance sheet:

| | | Fair Value Measurements at March 31, 2011 Using | | |
|---|---|---|---|---|
| *In thousands* | Total Carrying Value at March 31, 2011 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Foreign currency forward contracts | (155) | — | (155) | — |
| Interest rate swap agreements | (2,199) | — | (2,199) | — |
| Total | $ (2,354) | $ — | $ (2,354) | $ — |

The following table provides the liabilities carried at fair value measured on a recurring basis as of December 31, 2010, which is included in other current liabilities on the Condensed Consolidated Balance sheet:

| | | Fair Value Measurements at December 31, 2010 Using | | |
|---|---|---|---|---|
| *In thousands* | Total Carrying Value at December 31, 2010 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Foreign currency forward contracts | $ (192) | $ — | $ (192) | $ — |
| Interest rate swap agreements | (2,538) | — | (2,538) | — |
| Total | $ (2,730) | $ — | $ (2,730) | $ — |

As a result of our global operating activities, the Company is exposed to market risks from changes in foreign currency exchange rates, which may adversely affect our operating results and financial position. When deemed appropriate, the Company minimizes these risks through entering into foreign currency forward contracts. The foreign currency forward contracts are valued using broker quotations, or market transactions in either the listed or over-the counter markets. As such, these derivative instruments are classified within level 2.

**13. COMMITMENTS AND CONTINGENCIES**

Claims have been filed against the Company and certain of its affiliates in various jurisdictions across the United States by persons alleging bodily injury as a result of exposure to asbestos-containing products. Most of these claims have been made against our wholly owned subsidiary, Railroad Friction Products Corporation ("RFPC"), and are based on a product sold by RFPC prior to the time that the Company acquired any interest in RFPC.

Most of these claims, including all of the RFPC claims, are submitted to insurance carriers for defense and indemnity or to non-affiliated companies that retain the liabilities for the asbestos-containing products at issue. We cannot, however, assure that all these claims will be fully covered by insurance or that the indemnitors or insurers will remain financially viable. Our ultimate legal and financial liability with respect to these claims, as is the case with other pending litigation, cannot be estimated.

It is Management's belief that the potential range of loss for asbestos-related bodily injury cases is not reasonably determinable at present due to a variety of factors, including: (1) the asbestos case settlement history of the Company's wholly owned subsidiary, RFPC; (2) the unpredictable nature of personal injury litigation in general; and (3) the uncertainty of asbestos litigation in particular. Despite this uncertainty, and although the results of the Company's operations and cash flows for any given period could be adversely affected by asbestos-related lawsuits, Management believes that the final resolution of the Company's asbestos-related cases will not be material to the Company's overall financial position, results of operations and cash flows. In general, this belief is based upon: (1) Wabtec's and RFPC's history of settlements and dismissals of asbestos-related cases to date; (2) the inability of many plaintiffs to establish any exposure or causal relationship to RFPC's product; and (3) the inability of many plaintiffs to demonstrate any identifiable injury or compensable loss.

More specifically, as to RFPC, Management's belief that any losses due to asbestos-related cases would not be material is also based on the fact that RFPC owns insurance which provides coverage for asbestos-related bodily injury claims. To date, RFPC's insurers have provided RFPC with defense and indemnity in these actions. The overall number of new claims being filed against RFPC has dropped significantly in recent years; however, these new claims, and all previously filed claims, may take a significant period of time to resolve. As to Wabtec and its divisions, Management's belief that asbestos-related cases will not have a material impact is also based on its position that it has no legal liability for asbestos-related bodily injury claims, and that the former owners of Wabtec's assets retained asbestos liabilities for the products at issue. To date, Wabtec has been able to successfully defend itself on this basis, including two arbitration decisions and a judicial opinion, all of which confirmed Wabtec's position that it did not assume any asbestos liabilities from the former owners of certain Wabtec assets. Although Wabtec has incurred defense and administrative costs in connection with asbestos bodily injury actions, these costs have not been material, and the Company has no information that would suggest these costs would become material in the foreseeable future.

On October 18, 2007, Faiveley Transport Malmo AB ("Faiveley Malmo") filed a request for arbitration with the International Chamber of Commerce alleging breach of contract and trade secret violations relating to the Company's manufacture and sale of certain components. The components at issue are limited in number and used in the transit industry. On that same day, Faiveley Malmo also filed a related proceeding against the Company in the United States District Court for the Southern District of New York ("Federal Court"), requesting a preliminary injunction in aid of the arbitration. In both forums, Faiveley sought to prevent the Company from manufacturing and selling the subject components until the arbitration panel decides Faiveley's claim. In the arbitration, Faiveley also sought monetary damages.

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In the Federal Court action, Faiveley Malmo's request for a preliminary injunction was initially granted, in part, on August 22, 2008. That injunction was vacated by the appellate court on March 9, 2009, and the case was remanded to the District Court for further proceedings. On remand, Faiveley Malmo renewed its request for injunctive relief. The District Court denied that request on August 31, 2009, and Faiveley Malmo appealed that denial to the appellate court. Faiveley Malmo later voluntarily dismissed that appeal.

In the international arbitration proceeding, Faiveley Malmo originally alleged $128 million in damages, but later reduced its claim to $91 million in damages. The Company has stated that Faiveley Malmo's claims were grossly overstated, not supported by the facts or circumstances surrounding the case, and frivolous in most respects. An ICC International Court of Arbitration Arbitral Tribunal heard the case during the first half of 2009 and issued an award dated December 21, 2009. Pursuant to the Award, the Company was required to make a $3.9 million royalty payment to Faiveley Malmo, with respect to Faiveley Malmo's claims against the Company alleging breach of contract and trade secret violations. Faiveley Malmo's parent company, Faiveley Transport, stated that other Faiveley entities were considering filing claims against the Company arising from the same allegations.

On May 14, 2010, Faiveley Transport USA, Inc., Faiveley Transport Nordic AB, Faiveley Transport Amiens S.A.S, and Ellcon National, Inc. filed a complaint against Wabtec Corporation in the U.S. District Court for the Southern District of New York. That complaint was amended on June 8, 2010. The claims in the amended complaint include misappropriation of trade secrets, unfair competition, tortious interference with prospective business relations, tortious interference with prospective economic advantage, and unjust enrichment. On June 25, 2010, the Company filed a motion to dismiss the Faiveley entities' amended complaint in its entirety. That motion to dismiss was denied. In November 2010, the plaintiffs asserted a claim for $17.2 million in compensatory and other unspecified damages. On December 10, 2010 the Company filed a motion for summary judgment and the plaintiffs filed a motion for partial summary judgment. Briefing on those motions was completed on December 29, 2010 and oral argument was heard on January 7, 2011. On April 13, 2011, a judge issued an order, without an opinion, that granted the Plaintiffs' motion for partial summary judgment on three of their four claims and denied Wabtec's motion for summary judgment. The judge indicated that he would issue an opinion in due course explaining the reasons for the order. The Company will continue to vigorously contest liability on all claims both in the trial court and on appeal, and does not believe that the outcome of this litigation would result in any material legal liability. The trial is currently scheduled to begin in June, 2011.

The Company is subject to a number of other commitments and contingencies as described in its Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011. During the first three months of 2011, there were no material changes to the information described in Note 18 therein.

## 14. SEGMENT INFORMATION

Wabtec has two reportable segments—the Freight Group and the Transit Group. The key factors used to identify these reportable segments are the organization and alignment of the Company's internal operations, the nature of the products and services, and customer type. The business segments are:

**Freight Group** primarily manufactures and services components for new and existing freight cars and locomotives, builds new switcher locomotives, rebuilds freight locomotives, supplies railway electronics, positive train control equipment, signal design and engineering services, and provides related heat exchange and cooling systems. Customers include large, publicly traded railroads, leasing companies, manufacturers of original equipment such as locomotives and freight cars, and utilities.

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**Transit Group** primarily manufactures and services components for new and existing passenger transit vehicles, typically subway cars and buses, builds new commuter locomotives and refurbishes subway cars. Customers include public transit authorities and municipalities, leasing companies, and manufacturers of subway cars and buses around the world.

The Company evaluates its business segments' operating results based on income from operations. Corporate activities include general corporate expenses, elimination of intersegment transactions, interest income and expense and other unallocated charges. Since certain administrative and other operating expenses and other items have not been allocated to business segments, the results in the following tables are not necessarily a measure computed in accordance with generally accepted accounting principles and may not be comparable to other companies.

Segment financial information for the three months ended March 31, 2011 is as follows:

| *In thousands* | Freight Group | Transit Group | Corporate Activities and Elimination | Total |
|---|---|---|---|---|
| Sales to external customers | $264,856 | $190,403 | $ — | $455,259 |
| Intersegment sales/(elimination) | 4,291 | 395 | (4,686) | — |
| Total sales | $269,147 | $190,798 | $ (4,686) | $455,259 |
| Income (loss) from operations | $ 47,577 | $ 24,121 | $ (5,321) | $ 66,377 |
| Interest expense and other, net | — | — | (3,224) | (3,224) |
| Income (loss) from operations before income taxes | $ 47,577 | $ 24,121 | $ (8,545) | $ 63,153 |

Segment financial information for the three months ended March 31, 2010 is as follows:

| *In thousands* | Freight Group | Transit Group | Corporate Activities and Elimination | Total |
|---|---|---|---|---|
| Sales to external customers | $165,144 | $198,783 | $ — | $363,927 |
| Intersegment sales/(elimination) | 6,900 | 540 | (7,440) | — |
| Total sales | $172,044 | $199,323 | $ (7,440) | $363,927 |
| Income (loss) from operations | $ 21,374 | $ 33,231 | $ (3,429) | $ 51,176 |
| Interest expense and other, net | — | — | (4,633) | (4,633) |
| Income (loss) from operations before income taxes | $ 21,374 | $ 33,231 | $ (8,062) | $ 46,543 |

Sales by product are as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| *In thousands* | 2011 | 2010 |
| Brake products | $ 125,870 | $ 122,034 |
| Electronics and other freight related products | 185,177 | 97,488 |
| Remanufacturing, overhaul & build | 79,434 | 72,361 |
| Transit products | 50,890 | 59,474 |
| Other | 13,888 | 12,570 |
| Total sales | $ 455,259 | $ 363,927 |

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## 15. GUARANTOR SUBSIDIARIES FINANCIAL INFORMATION

Effective August 2003, the Company issued $150 million of Senior Notes due in 2013 ("the Notes"). The obligations under the Notes are fully and unconditionally guaranteed by all U.S. subsidiaries as guarantors. In accordance with positions established by the Securities and Exchange Commission, the following shows separate financial information with respect to the parent, the guarantor subsidiaries and the non-guarantor subsidiaries. The principal elimination entries eliminate investment in subsidiaries and certain intercompany balances and transactions.

Balance Sheet as of March 31, 2011:

| *In thousands* | Parent | Guarantors | Non-Guarantors | Elimination | Consolidated |
|---|---|---|---|---|---|
| Cash and cash equivalents | $ 9,886 | $ 7,354 | $ 183,447 | $ — | $ 200,687 |
| Accounts receivable | 1,043 | 182,566 | 122,078 | — | 305,687 |
| Inventories | — | 197,675 | 87,289 | — | 284,964 |
| Other current assets | 40,811 | 4,267 | 8,519 | — | 53,597 |
| Total current assets | 51,740 | 391,862 | 401,333 | — | 844,935 |
| Property, plant and equipment | 2,849 | 121,634 | 91,942 | — | 216,425 |
| Goodwill | 7,980 | 396,339 | 170,878 | — | 575,197 |
| Investment in subsidiaries | 2,469,441 | 533,213 | 440,421 | (3,443,075) | — |
| Other intangibles | — | 153,495 | 74,388 | — | 227,883 |
| Other long term assets | (5,679) | (1,964) | 40,331 | — | 32,688 |
| Total Assets | $2,526,331 | $ 1,594,579 | $ 1,219,293 | $ (3,443,075) | $ 1,897,128 |
| Current liabilities | $ 62,758 | $ 173,345 | $ 145,368 | $ — | $ 381,471 |
| Intercompany | 1,056,910 | (1,119,911) | 63,001 | — | — |
| Long-term debt | 359,500 | 244 | 257 | — | 360,001 |
| Other long term liabilities | 77,530 | 45,792 | 62,701 | — | 186,023 |
| Total liabilities | 1,556,698 | (900,530) | 271,327 | — | 927,495 |
| Stockholders' equity | 969,633 | 2,495,109 | 947,966 | (3,443,075) | 969,633 |
| Total Liabilities and Stockholders' Equity | $2,526,331 | $ 1,594,579 | $ 1,219,293 | $ (3,443,075) | $ 1,897,128 |

Balance Sheet as of December 31, 2010:

| *In thousands* | Parent | Guarantors | Non-Guarantors | Elimination | Consolidated |
|---|---|---|---|---|---|
| Cash and cash equivalents | $ 42,714 | $ 13,226 | $ 181,001 | $ — | $ 236,941 |
| Accounts receivable | 371 | 149,015 | 108,763 | — | 258,149 |
| Inventories | — | 183,607 | 69,884 | — | 253,491 |
| Other current assets | 41,600 | 2,700 | 9,072 | — | 53,372 |
| Total current assets | 84,685 | 348,548 | 368,720 | — | 801,953 |
| Property, plant and equipment, net | 2,614 | 122,467 | 81,144 | — | 206,225 |
| Goodwill | 7,980 | 395,902 | 141,950 | — | 545,832 |
| Investment in Subsidiaries | 2,380,766 | 533,249 | 403,412 | (3,317,427) | — |
| Other intangibles, net | — | 155,475 | 61,438 | — | 216,913 |
| Other long term assets | (5,279) | (1,928) | 39,365 | — | 32,158 |
| Total assets | $2,470,766 | $ 1,553,713 | $ 1,096,029 | $ (3,317,427) | $ 1,803,081 |
| Current liabilities | $ 66,722 | $ 174,188 | $ 107,464 | $ — | $ 348,374 |
| Intercompany | 1,043,791 | (1,097,899) | 54,108 | — | — |
| Long-term debt | 381,500 | 258 | 249 | — | 382,007 |
| Other long term liabilities | 75,366 | 33,570 | 60,377 | — | 169,313 |
| Total liabilities | 1,567,379 | (889,883) | 222,198 | — | 899,694 |
| Stockholders' equity | 903,387 | 2,443,596 | 873,831 | (3,317,427) | 903,387 |
| Total Liabilities and Stockholders' Equity | $2,470,766 | $ 1,553,713 | $ 1,096,029 | $ (3,317,427) | $ 1,803,081 |

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Income Statement for the Three Months Ended March 31, 2011:

| *In thousands* | Parent | Guarantors | Non-Guarantors | Elimination(1) | Consolidated |
|---|---|---|---|---|---|
| Net sales | $ — | $ 327,259 | $ 153,756 | $ (25,756) | $ 455,259 |
| Cost of sales | 1 | (217,544) | (119,267) | 14,746 | (322,064) |
| Gross profit (loss) | 1 | 109,715 | 34,489 | (11,010) | 133,195 |
| Operating expenses | (14,082) | (35,994) | (16,742) | — | (66,818) |
| Operating (loss) profit | (14,081) | 73,721 | 17,747 | (11,010) | 66,377 |
| Interest (expense) income, net | (5,370) | 1,153 | 533 | — | (3,684) |
| Other income (expense), net | 7,221 | (1,241) | (5,520) | — | 460 |
| Equity earnings | 68,784 | 6,409 | — | (75,193) | — |
| Income (loss) from operations before income tax | 56,554 | 80,042 | 12,760 | (86,203) | 63,153 |
| Income tax expense | (15,602) | (3,650) | (2,949) | — | (22,201) |
| Net income (loss) attributable to Wabtec shareholders | $ 40,952 | $ 76,392 | $ 9,811 | $ (86,203) | $ 40,952 |

(1) Includes elimination of gross profit realized with certain intercompany transactions between Guarantor and Non-Guarantor subsidiaries.

Income Statement for the Three Months Ended March 31, 2010:

| *In thousands* | Parent | Guarantors | Non-Guarantors | Elimination(1) | Consolidated |
|---|---|---|---|---|---|
| Net sales | $ — | $ 262,678 | $ 119,508 | $ (18,259) | $ 363,927 |
| Cost of sales | 180 | (177,132) | (92,221) | 13,635 | (255,538) |
| Gross profit (loss) | 180 | 85,546 | 27,287 | (4,624) | 108,389 |
| Operating expenses | (8,691) | (33,370) | (15,152) | — | (57,213) |
| Operating (loss) profit | (8,511) | 52,176 | 12,135 | (4,624) | 51,176 |
| Interest (expense) income, net | (5,645) | 1,605 | 128 | — | (3,912) |
| Other income (expense), net | 1,089 | 979 | (2,789) | — | (721) |
| Equity earnings | 54,041 | 4,826 | — | (58,867) | — |
| Income (loss) from operations before income tax | 40,974 | 59,586 | 9,474 | (63,491) | 46,543 |
| Income tax expense | (10,610) | (3,590) | (1,979) | — | (16,179) |
| Net income (loss) attributable to Wabtec shareholders | $ 30,364 | $ 55,996 | $ 7,495 | $ (63,491) | $ 30,364 |

(1) Includes elimination of gross profit realized with certain intercompany transactions between Guarantor and Non-Guarantor subsidiaries.

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Condensed Statement of Cash Flows for the Three Months Ended March 31, 2011:

| *In thousands* | Parent | Guarantors | Non-Guarantors | Elimination | Consolidated |
|---|---|---|---|---|---|
| Net cash (used for) provided by operating activities | $ (11,854) | $ 73,602 | $ 40,941 | $ (86,203) | $ 16,486 |
| Net cash used for investing activities | (393) | (3,074) | (34,930) | — | (38,397) |
| Net cash (used for) provided by financing activities | (20,581) | (76,400) | (9,811) | 86,203 | (20,589) |
| Effect of changes in currency exchange rates | — | — | 6,246 | — | 6,246 |
| (Decrease) increase in cash | (32,828) | (5,872) | 2,446 | — | (36,254) |
| Cash, beginning of year | 42,714 | 13,226 | 181,001 | — | 236,941 |
| Cash, end of period | $ 9,886 | $ 7,354 | $ 183,447 | $ — | $ 200,687 |

Condensed Statement of Cash Flows for the Three Months Ended March 31, 2010:

| *In thousands* | Parent | Guarantors | Non-Guarantors | Elimination | Consolidated |
|---|---|---|---|---|---|
| Net cash (used for) provided by operating activities | $ (30,443) | $ 84,358 | $ 21,943 | $ (63,491) | $ 12,367 |
| Net cash used for investing activities | (45) | (39,917) | (1,213) | — | (41,175) |
| Net cash provided by (used for) financing activities | 27,156 | (56,017) | (7,557) | 63,491 | 27,073 |
| Effect of changes in currency exchange rates | — | — | (8,024) | — | (8,024) |
| (Decrease) increase in cash | (3,332) | (11,576) | 5,149 | — | (9,759) |
| Cash, beginning of year | 12,026 | 12,124 | 164,509 | — | 188,659 |
| Cash, end of period | $ 8,694 | $ 548 | $ 169,658 | $ — | $ 178,900 |

## 16. OTHER INCOME (EXPENSE), NET

The components of other income (expense) are as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| *In thousands* | 2011 | 2010 |
| Foreign currency gains (loss) | $ 323 | $ (597) |
| Other miscellaneous income (expense) | 137 | (124) |
| Total other income (expense), net | $ 460 | $ (721) |

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion should be read in conjunction with the information in the unaudited condensed consolidated financial statements and notes thereto included herein and Westinghouse Air Brake Technologies Corporation's Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its Annual Report on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission on February 25, 2011.*

## OVERVIEW

Wabtec is one of the world's largest providers of value-added, technology-based products and services for the global rail industry. Our products are found on virtually all U.S. locomotives, freight cars and passenger transit vehicles, as well as in approximately 100 countries throughout the world. Our products enhance safety, improve productivity and reduce maintenance costs for customers, and many of our core products and services are essential in the safe and efficient operation of freight rail and passenger transit vehicles. Wabtec is a global company with operations in 17 countries. In the first three months of 2011, about 44% of the Company's revenues came from customers outside the U.S.

*Management Review and Future Outlook*

Wabtec's long-term financial goals are to generate cash flow in excess of net income, maintain a strong credit profile while minimizing our overall cost of capital, increase margins through strict attention to cost controls, and increase revenues through a focused growth strategy, including global and market expansion, new products and technologies, aftermarket products and services, and acquisitions. In addition, Management evaluates the Company's short-term operational performance through measures such as quality and on-time delivery.

The Company monitors a variety of factors and statistics to gauge market activity. The North America freight rail industry is largely driven by general economic conditions, which can cause fluctuations in rail traffic. Based on those fluctuations, railroads can increase or decrease purchases of new locomotives and freight cars. In 2010, U.S. freight rail traffic increased due to the improving overall economy. According to the Association of American Railroads, in 2010, revenue ton-miles increased 8.5%, carloadings increased 7.3% and intermodal loadings increased 14.2%, compared to the same period of 2009, as rail traffic rebounded strongly from the 2008-09 economic recession. Through mid-March 2011, revenue ton-miles were up about 6.5%, carloadings were up about 5.3% and intermodal loadings were up about 8.1%, compared to the same period of 2010. This has had a favorable effect on the Company's Freight Group, with increased demand for new locomotives and freight cars, and for aftermarket products and services. About 15% of the Company's revenues are directly related to deliveries of new freight cars, so an improvement in that market would have a favorable effect on the Company's financial results. Whether demand continues to improve will depend largely on continued strength in the overall economy and in rail traffic volumes.

In 2008, the U.S. government enacted rail safety legislation that requires certain freight and passenger railroads to equip certain locomotives with positive train control technology by the end of 2015. This technology includes an on-board locomotive computer and related software, which are being developed by Wabtec. As the industry leader, Wabtec expects to benefit from increased sales of train control-related products and engineering services as the technology is deployed throughout the industry.

The North American transit rail industry is driven by government spending and ridership. According to the American Public Transportation Association, spending under SAFETEA-LU, the federal government's transportation funding bill increased about 6% in 2009 and remained consistent in 2010, while ridership decreased about 4% and 1% in 2009 and 2010, respectively, due to the recession and its impact on employment levels. Ridership increased 16% in the fourth quarter of 2010. Although SAFETEA-LU expired in September 2009, the bill has been extended through September 2011, with funding at about 2009 levels. Spending in 2011 is expected to remain at about current levels at least until a new bill has been passed.

In 2011, if the economy continues to improve, the Company expects conditions to generally improve in the North America freight rail market and to be slightly weaker in the North America passenger transit market. Demand for new freight cars and locomotives are expected to be higher, due to increasing freight rail traffic. In the passenger transit market, the Company believes that stable federal funding and ridership would result in stable demand for new equipment and aftermarket parts; however, most government entities at all levels are expected to continue facing budget issues, which could have a negative effect on demand for the Company's products and services. As the freight and transit markets evolve and demand varies, Wabtec may continue to take certain actions to either expand capacity or reduce costs, including plant consolidations, work force reductions and general spending cuts. Management believes these actions will not affect the company's ability to continue to invest in its strategic growth initiatives.

Wabtec continues to expand its presence in freight rail and passenger transit markets outside the U.S., particularly in Europe, Asia-Pacific and South America. In Europe, the majority of the rail system serves the passenger transit market, which is much larger than the transit market in the U.S. Our presence in the U.K., Germany and Italy has positioned the Company to take advantage of this market. Asia-Pacific is the fastest-growing market segment and our various joint ventures and direct exports to China have properly positioned the Company to take advantage of this growth. Economic growth in Australia has been an area of expansion for the Company as commodity suppliers use our products to meet the demands of their regional customers. Recently, the Company has announced contracts and acquisitions in Brazil, allowing us to expand our presence in that market.

In 2011 and beyond, unfavorable general economic and market conditions in the United States and internationally could have a negative impact on our sales and operations. To the extent that these factors cause instability of capital markets, shortages of raw materials or component parts, longer sales cycles, deferral or delay of customer orders or an inability to market our products effectively, our business and results of operations could be materially adversely affected. In addition, we face risks associated with our four-point growth strategy including the level of investment that customers are willing to make in new technologies developed by the industry and the Company, and risks inherent in global expansion. When necessary, we will modify our financial and operating strategies to reflect changes in market conditions and risks.

**RESULTS OF OPERATIONS**

The following table shows our Consolidated Statements of Operations for the periods indicated.

| | Three Months Ended March 31, | |
|---|---|---|
| *In millions* | **2011** | **2010** |
| Net sales | $ 455.3 | $ 363.9 |
| Cost of sales | (322.1) | (255.5) |
| Gross profit | 133.2 | 108.4 |
| Selling, general and administrative expenses | (54.8) | (44.6) |
| Engineering expenses | (8.9) | (10.7) |
| Amortization expense | (3.1) | (1.9) |
| Total operating expenses | (66.8) | (57.2) |
| Income from operations | 66.4 | 51.2 |
| Interest expense, net | (3.7) | (3.9) |
| Other income (expense), net | 0.5 | (0.7) |
| Income from operations before income taxes | 63.2 | 46.6 |
| Income tax expense | (22.2) | (16.2) |
| Net income attributable to Wabtec shareholders | $ 41.0 | $ 30.4 |

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**FIRST QUARTER 2011 COMPARED TO FIRST QUARTER 2010**

The following table summarizes the results of operations for the period:

| | Three months ended March 31, | | |
|---|---|---|---|
| *In thousands* | 2011 | 2010 | Percent Change |
| Freight Group | $264,856 | $165,144 | 60.4% |
| Transit Group | 190,403 | 198,783 | (4.2)% |
| Net sales | 455,259 | 363,927 | 25.1% |
| Income from operations | 66,377 | 51,176 | 29.7% |
| Net income attributable to Wabtec shareholders | $ 40,952 | $ 30,364 | 34.9% |

Net sales increased by $91.4 million to $455.3 million from $363.9 million for the three months ended March 31, 2011 and 2010, respectively. The increase is due to higher Freight Group sales of $74.7 million from original equipment and aftermarket, and sales related to acquisitions of $34.4 million. Partially offsetting this increase was lower Transit Group sales of $21.1 million. The Company realized a net sales increase of $3.3 million due to favorable effects of foreign exchange, but net earnings were generally not impacted by foreign exchange. Net income for the three months ended March 31, 2011 was $41.0 million or $0.85 per diluted share. Net income for the three months ended March 31, 2010 was $30.4 million or $0.63 per diluted share. Net income increased due to higher sales volume and operating margins, partially offset by higher income tax expense.

Freight Group sales increased by $99.7 million, or 60.4%, due to higher sales of $62.9 million for electronics and specialty products, $22.1 million from acquisitions and $12.2 million for brake products. For the Freight Group, net sales were increased by $2.9 million due to favorable effects of foreign exchange on sales mentioned above.

Transit Group sales decreased by $8.4 million, or 4.2%, due to lower brake product sales of $8.7 million, lower transit related product sales of $8.5 million, and other lower sales of $5.5 million from remanufacturing, overhaul and build of locomotives, partially offset by sales from acquisitions of $12.3 million. Transit Group sales are lower due in part to the completion of major contracts, as well as project delays and budget constraints at municipal transit authorities. For the Transit Group, net sales were increased by $0.4 million due to favorable effects of foreign exchange on sales mentioned above.

***Gross profit*** Gross profit, which is dependent on a number of factors including pricing, sales volume and product mix, increased to $133.2 million in the first quarter of 2011 compared to $108.4 million in the same period of 2010. Gross profit, as a percentage of sales, was 29.3% for the first quarter of 2011 compared to 29.8%, for the first quarter of 2010, because of sales volume and mix of products. The provision for warranty expense is generally established for specific losses, along with historical estimates of customer claims as a percentage of sales, which can cause variability in warranty expense between quarters. Warranty expense was $1.8 million higher in the first quarter of 2011 compared to the same period of 2010 due to increased Freight Group sales. The warranty reserve recorded on the balance sheet was $21.2 million higher at March 31, 2011 compared to March 31, 2010. This is a result of higher warranty expense driven by higher sales and lower claims actually satisfied and $13.4 million from first quarter 2011 acquisitions. In particular, certain Transit Group warranty reserves reflect provisions established for original equipment deliveries in 2010.

***Operating expenses*** The following table shows our operating expenses:

| *In thousands* | Three months ended March 31, 2011 | 2010 | Percent Change |
|---|---|---|---|
| Selling, general and administrative expenses | $54,816 | $44,631 | 22.8% |
| Engineering expenses | 8,888 | 10,695 | (16.9)% |
| Amortization expense | 3,114 | 1,887 | 65.0% |
| Total operating expenses | $66,818 | $57,213 | 16.8% |

Selling, general, and administrative expenses increased $10.2 million in the first quarter of 2011 compared to the same period of 2010 because of acquisitions, and incentive and non-cash compensation. Engineering expense decreased by $1.8 million in the first quarter of 2011 compared to the same period of 2010 as the company focused engineering resources on completing original equipment contracts. Costs related to engineering for specific customer contracts are included in cost of sales. Amortization expense increased in the first quarter of 2011 compared to the same period in 2010 due to acquisitions. Total operating expenses were 14.7% and 15.7% of sales for the first quarter of 2011 and 2010, respectively.

***Income from operations*** Income from operations totaled $66.4 million (or 14.6% of sales) in the first quarter of 2011 compared with $51.2 million (or 14.1% of sales) in the same period of 2010. Income from operations increased due to higher sales volume and operating margins.

***Interest expense, net*** Overall interest expense, net, decreased. Interest expense is higher due to increased borrowings, offset by interest income on higher invested cash balances.

***Other expense, net*** The Company recorded foreign exchange gains of $0.3 million in the first quarter of 2011 and foreign exchange losses of $0.6 million in the first quarter of 2010, due to the effect of currency exchange rate changes on intercompany transactions that are non U.S. dollar denominated and charged or credited to earnings.

***Income taxes*** The effective income tax rate was 35.2% and 34.8% for the first quarter of 2011 and 2010, respectively.

***Net income*** Net income for the first quarter of 2011 increased $10.6 million, compared with the same period of 2010. The increase in net income is due to higher sales volume and operating margins, offset by higher income tax expense.

**Liquidity and Capital Resources**

Liquidity is provided primarily by operating cash flow and borrowings under the Company’s unsecured credit facility with a consortium of commercial banks. The following is a summary of selected cash flow information and other relevant data:

| *In thousands* | Three months ended March 31, 2011 | 2010 |
|---|---|---|
| Cash provided by (used for): | | |
| Operating activities | $ 16,486 | $ 12,367 |
| Investing activities | (38,397) | (41,175) |
| Financing activities | (20,589) | 27,073 |
| Decrease in cash | $(36,254) | $ (9,759) |

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***Operating activities*** In the first three months of 2011 and 2010, cash provided by operations was $16.5 million and $12.4 million, respectively. In comparison to first three months of 2010, cash provided by operations in 2011 resulted from higher net income and higher non-cash items, partially offset by a net increase in working capital. In 2011, accounts receivable increased by $35.9 million, primarily due to higher sales and inventory increased by $21.4 million from the prior year. Accounts payable decreased by $4.0 million. All other operating assets and liabilities, net, provided cash of $23.4 million due primarily to the payment timing of certain accrued liabilities. In 2010, accounts receivable increased by $34.9 million and inventory increased by $3.8 million from the prior year. These increases were partially offset by an increase in accounts payable of $2.5 million. All other operating assets and liabilities, net, provided cash of $8.6 million due primarily to the payment timing of certain accrued liabilities.

***Investing activities*** In the first three months of 2011 and 2010, cash used in investing activities was $38.4 million and $41.2 million, respectively. Net cash paid for acquisitions was $31.0 million and $39.9 million for the first three months of March 31, 2011 and 2010, respectively. Refer to Note 3 of the "Notes to Consolidated Financial Statements" for additional information on acquisitions. Capital expenditures were $7.4 million and $3.6 million in the first three months of 2011 and 2010, respectively.

***Financing activities*** In the first three months of 2011, cash used in financing activities was $20.6 million, which included $45.0 million in proceeds from debt and $47.0 million of repayments of debt on the revolving credit facility, $20.0 million of debt repayments on the term loan and other debt and $0.5 million of dividend payments. In the first three months of 2010, cash provided by financing activities was $27.1 million, which included $111.0 million in proceeds from debt and $67.0 million of repayments of debt on the revolving credit facility, $16.3 million of debt repayments on the term loan and other debt, $0.5 million of dividend payments and $3.1 million for the repurchase of 75,000 shares of stock.

The following table shows outstanding indebtedness at March 31, 2011 and December 31, 2010.

| *In thousands* | March 31, 2011 | December 31, 2010 |
|---|---|---|
| 6.875% Senior Notes, due 2013 | $150,000 | $ 150,000 |
| Term Loan Facility | 117,500 | 137,500 |
| Revolving Credit Facility | 132,000 | 134,000 |
| Capital Leases | 569 | 575 |
| Total | 400,069 | 422,075 |
| Less—current portion | 40,068 | 40,068 |
| Long-term portion | $360,001 | $ 382,007 |

Cash balance at March 31, 2011 and December 31, 2010 was $200.7 million and $236.9 million, respectively.

*2008 Refinancing Credit Agreement*

On November 4, 2008, the Company refinanced its existing unsecured revolving credit agreement with a consortium of commercial banks. This "2008 Refinancing Credit Agreement" provides the company with a $300 million five-year revolving credit facility and a $200 million five-year term loan facility. The Company incurred $2.9 million of deferred financing cost related to the 2008 Refinancing Credit Agreement. Both facilities expire in January 2013. The 2008 Refinancing Credit Agreement borrowings bear variable interest rates. At March 31, 2011, the Company had available bank borrowing capacity, net of $47.8 million of letters of credit, of approximately $120.2 million, subject to certain financial covenant restrictions.

Refer to Note 6 of the “Notes to Consolidated Financial Statements” for additional information regarding the 2008 Refinancing Credit Agreement.

*6.875% Senior Notes Due August 2013*

In August 2003, the Company issued $150 million of Senior Notes due in 2013 (“the Notes”). The Notes were issued at par. Interest on the Notes accrues at a rate of 6.875% per annum and is payable semi-annually on January 31 and July 31 of each year. The proceeds were used to repay debt outstanding under the Company’s existing credit agreement, and for general corporate purposes. The principal balance is due in full at maturity. The Company is in compliance with the restrictions and covenants in the indenture under which the Notes were issued and expects that these restrictions and covenants will not be any type of limiting factor in executing our operating activities. Refer to Note 6 of the “Notes to Consolidated Financial Statements” for additional information regarding the Notes.

Management believes that based on current levels of operations and forecasted earnings, cash flow and liquidity will be sufficient to fund working capital and capital equipment needs as well as meeting debt service requirements. If sources of funds were to fail to satisfy the Company’s cash requirements, the Company may need to refinance our existing debt or obtain additional financing. There is no assurance that such new financing alternatives would be available, and, in any case, such new financing, if available, would be expected to be more costly and burdensome than the debt agreements currently in place.

*Company Stock Repurchase Plan*

At various times, the Board of Directors has authorized the repurchase of up to $150 million of the Company’s outstanding shares. Cumulative purchases have totaled $110.6 million, leaving $39.4 million under the authorizations.

The Company intends to purchase shares on the open market or in negotiated or block trades. No time limit was set for the completion of the programs which conforms to the requirements under the 2008 Refinancing Credit Agreement, as well as the 6.875% Senior Notes currently outstanding.

During the first three months of 2011, the Company did not repurchase any shares. During 2010, the Company repurchased 206,560 shares of its stock at an average price of $40.57 per share. All purchases were on the open market.

**Contractual Obligations and Off-Balance Sheet Arrangements**

As of March 31, 2011, the Company has recognized a total liability of $10.0 million for unrecognized tax benefits related to uncertain tax positions. At this time, the Company is unable to make a reasonably reliable estimate of the timing of cash settlement for any of the unrecognized tax benefits due to the uncertainty of the timing and outcome of its audits and other factors.

Since December 31, 2010, there have been no other significant changes in the total amount of the Company’s contractual obligations or the timing of cash flows in accordance with those obligations, as reported in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

**Forward Looking Statements**

We believe that all statements other than statements of historical facts included in this report, including certain statements under “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” may constitute forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that our assumptions made in connection with the forward-looking statements are reasonable, we cannot assure that our assumptions and expectations are correct.

These forward-looking statements are subject to various risks, uncertainties and assumptions about us, including, among other things:

Economic and industry conditions

- prolonged unfavorable economic and industry conditions in the markets served by us, including North America, South America, Europe, Australia, Asia and South Africa;
- decline in demand for freight cars, locomotives, passenger transit cars, buses and related products and services;
- reliance on major original equipment manufacturer customers;
- original equipment manufacturers' program delays;
- demand for services in the freight and passenger rail industry;
- demand for our products and services;
- orders either being delayed, cancelled, not returning to historical levels, or reduced or any combination of the foregoing;
- consolidations in the rail industry;
- continued outsourcing by our customers; industry demand for faster and more efficient braking equipment;
- fluctuations in interest rates and foreign currency exchange rates; or
- availability of credit;

Operating factors

- supply disruptions;
- technical difficulties;
- changes in operating conditions and costs;
- increases in raw material costs;
- successful introduction of new products;
- performance under material long-term contracts;
- labor relations;
- completion and integration of acquisitions; or
- the development and use of new technology;

Competitive factors

- the actions of competitors;

Political/governmental factors

- political stability in relevant areas of the world;
- future regulation/deregulation of our customers and/or the rail industry;
- levels of governmental funding on transit projects, including for some of our customers;
- political developments, laws and regulations and federal and state income tax legislation; or
- the outcome of our existing or any future legal proceedings, including litigation involving our principal customers and any litigation with respect to environmental, asbestos-related matters and pension liabilities; and

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Transaction or commercial factors

- the outcome of negotiations with partners, governments, suppliers, customers or others.

Statements in this 10-Q apply only as of the date on which such statements are made, and we undertake no obligation to update any statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

**Critical Accounting Policies**

A summary of critical accounting policies is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. In particular, judgment is used in areas such as accounts receivable and the allowance for doubtful accounts, inventories, goodwill and indefinite-lived intangibles, warranty reserves, pensions and postretirement benefits, income taxes and revenue recognition. There have been no significant changes in accounting policies since December 31, 2010.

## Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

**Interest Rate Risk**

In the ordinary course of business, Wabtec is exposed to risks that increases in interest rates may adversely affect funding costs associated with its variable-rate debt. The Company's variable rate debt represents 28% and 32% of total long-term debt at March 31, 2011 and December 31, 2010, respectively. On an annual basis a 1% change in the interest rate for variable rate debt at March 31, 2011 would increase or decrease interest expense by $1.1 million. To reduce the impact of interest rate changes on a portion of this variable-rate debt, the Company entered into interest rate swaps which effectively converted a portion of the debt from variable to fixed-rate borrowings during the term of the swap contracts. Refer to "Financial Derivatives and Hedging Activities" in Note 2 of "Notes to Consolidated Financial Statements" for additional information regarding interest rate risk.

**Foreign Currency Exchange Risk**

The Company is subject to certain risks associated with changes in foreign currency exchange rates to the extent our operations are conducted in currencies other than the U.S. dollar. For the first three months of 2011, approximately 56% of Wabtec's net sales were to customers in the United States, 9% in the United Kingdom, 8% in Canada, 5% in Australia, 4% in Mexico, 2% in Germany and 16% in other international locations. To reduce the impact of changes in currency exchange rates, the Company has periodically entered into foreign currency forward contracts. Refer to "Financial Derivatives and Hedging Activities" in Note 2 of "Notes to Consolidated Financial Statements" for more information regarding foreign currency exchange risk.

## Item 4. CONTROLS AND PROCEDURES

Wabtec's principal executive officer and its principal financial officer have evaluated the effectiveness of Wabtec's "disclosure controls and procedures," (as defined in Exchange Act Rule 13a-15(e)) as of March 31, 2011. Based upon their evaluation, the principal executive officer and principal financial officer concluded that Wabtec's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by Wabtec in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by Wabtec in such reports is accumulated and communicated to Wabtec's Management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There was no change in Wabtec's "internal control over financial reporting" (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2011, that has materially affected, or is reasonably likely to materially affect, Wabtec's internal control over financial reporting.

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## PART II—OTHER INFORMATION

### Item 1. LEGAL PROCEEDINGS

Except as described in Note 13 of the “Notes to Consolidated Financial Statements”, there have been no material changes regarding the Company’s commitments and contingencies as described in Note 18 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

### Item 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

At various times, the Board of Directors has authorized the repurchase of up to $150 million of the Company’s outstanding shares.

The Company intends to purchase shares on the open market or in negotiated or block trades. No time limit was set for the completion of the programs which conforms to the requirements under the 2008 Refinancing Credit Agreement, as well as the Notes currently outstanding.

During the first three months of 2011, the Company did not repurchase any shares.

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**Item 6. EXHIBITS**

The following exhibits are being filed with this report:

| | |
|---|---|
| 3.1 | Restated Certificate of Incorporation of the Company dated January 30, 1995, as amended December 31, 2003. |
| 3.2 | Amended and Restated By-Laws of the Company, effective February 15, 2011. |
| 10.1 | Form of Employment Continuation Agreement effective January 14, 2011 by the Company with Patrick D. Dugan. ** |
| 10.2 | Amendment No. 1 to 2008 Refinancing Credit Agreement, effective January 28, 2011. |
| 31.1 | Rule 13a-14(a) Certification of Chief Executive Officer. |
| 31.2 | Rule 13a-14(a) Certification of Chief Financial Officer. |
| 32.1 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer. |
| 101.INS* | XBRL Instance Document. |
| 101.SCH* | XBRL Taxonomy Extension Schema Document. |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document. |

* Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

** Management contract or compensatory plan.

**SIGNATURES**

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

WESTINGHOUSE AIR BRAKE
TECHNOLOGIES CORPORATION

By: /s/ ALVARO GARCIA-TUNON

**Alvaro Garcia-Tunon,**
**Executive Vice President,**
**Chief Financial Officer and Secretary**

(Duly Authorized Officer and Principal Financial Officer)

DATE: May 9, 2011

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**EXHIBIT INDEX**

| | |
|---|---|
| 3.1 | Restated Certificate of Incorporation of the Company dated January 30, 1995, as amended December 31, 2003, filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K (File No. 033-90866) for the period ended December 31, 2010, and incorporated herein by reference. |
| 3.2 | Amended and Restated By-Laws of the Company, effective February 15, 2011, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 033-90866), dated February 22, 2011, and incorporated herein by reference. |
| 10.1 | Form of Employment Continuation Agreement effective January 14, 2011 by the Company with Patrick D. Dugan, filed as Exhibit 10.1 to Form 8-K (File No. 033-90866) filed on July 2, 2009, and incorporated herein by reference. ** |
| 10.2 | Amendment No. 1 to 2008 Refinancing Credit Agreement, effective January 28, 2011, filed herewith. |
| 31.1 | Rule 13a-14(a) Certification of Chief Executive Officer. |
| 31.2 | Rule 13a-14(a) Certification of Chief Financial Officer. |
| 32.1 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer. |
| 101.INS* | XBRL Instance Document. |
| 101.SCH* | XBRL Taxonomy Extension Schema Document. |
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| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document. |

* Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

** Management contract or compensatory plan.

**Exhibit 10.2**

**AMENDMENT NO. 1**
**TO**
**REFINANCING CREDIT AGREEMENT**

THIS AMENDMENT NO. 1 TO REFINANCING CREDIT AGREEMENT (this "***Amendment***"), is entered into to be effective as of January 28, 2011, by and among the Company, each other Loan Party, each Lender party hereto, the Administrative Agent, the Swing Line Lender, each Issuing Lender, the Syndication Agent, and each Co-Documentation Agent (all as such capitalized terms are defined below).

A. Reference is made to that Refinancing Credit Agreement, dated as of November 4, 2008, by and among (i) WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION, a Delaware corporation (the "***Company***"), (ii) each of the other Loan Parties (as defined therein) from time to time party hereto, (iii) each of the financial institutions from time to time party thereto (together with their respective successors and assigns, the "***Lenders***"), (iv) PNC BANK, NATIONAL ASSOCIATION, in its capacity as a Lender and in its capacity as an Issuing Lender (as defined therein) and in its capacity as administrative agent for the Lenders (in such capacity, the "***Administrative Agent***"), (v) JPMORGAN CHASE BANK, N.A., as syndication agent and as an Issuing Lender, (vi) BANK OF AMERICA, N.A., as an Issuing Lender, and (vii) BANK OF AMERICA, N.A., CITIZENS BANK OF PENNSYLVANIA, THE BANK OF NOVA SCOTIA, and FIRST COMMONWEALTH BANK, as co-documentation agents (the "***Credit Agreement***") (the parties described in Clauses (iii) through (vii) may be referred to herein as the "***Credit Parties***").

B. Capitalized terms used herein shall, unless otherwise indicated, have the respective meanings set forth in the Credit Agreement.

C. The parties hereto desire to modify certain provisions contained in the Credit Agreement, subject to the terms and conditions set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and incorporating the definitions addressed above, the parties hereto agree as follows:

**1. Amendments to the Credit Agreement.**

**(a)** ***Section 1.1*** of the Credit Agreement is hereby amended as follows:

(i) The definition below of "***Bankruptcy Event***" is hereby added in the appropriate alphabetical location:

"Bankruptcy Event" means, with respect to any Person, such Person becomes the subject of a bankruptcy or insolvency proceeding, or has had a receiver, conservator, trustee, administrator, custodian, assignee for the benefit of creditors or similar Person charged with the reorganization or liquidation of its business appointed for it, or, in the good faith determination of the Administrative Agent, has taken any action in furtherance of, or indicating its consent to, approval of, or acquiescence in, any such proceeding or appointment, provided that a Bankruptcy Event shall not result solely by virtue of any ownership interest, or the acquisition of any ownership interest, in such Person by a governmental authority or instrumentality thereof, provided, further, that such ownership interest does not result in or provide such Person with immunity from the jurisdiction of courts within the United States or from the enforcement of judgments or writs of attachment on its assets or permit such Person (or such governmental authority or instrumentality) to reject, repudiate, disavow or disaffirm any contracts or agreements made by such Person.

(ii) The definition of “***Defaulting Lender***” is hereby amended and restated in its entirety as follows:

Defaulting Lender means any Lender that (a) has failed to fund any portion of the Revolving Loans, the Term Loans, participations with respect to Letters of Credit (as provided in Section 2.3), or participations in Swing Line Loans (as provided in Section 2.2.4) required to be funded by it hereunder within one Business Day of the date required to be funded by it hereunder unless such failure has been cured and all interest accruing as a result of such failure has been fully paid in accordance with the terms hereof, (b) has otherwise failed to pay over to the Administrative Agent, Issuing Lender, or any other Lender any other amount required to be paid by it hereunder within one Business Day of the date when due, unless the subject of a good faith dispute or unless such failure has been cured and all interest accruing as a result of such failure has been fully paid in accordance with the terms hereof, (c) has been deemed insolvent or become the subject of a bankruptcy, receivership, conservatorship or insolvency proceeding, or (d) has notified the Company, the Administrative Agent, the Issuing Lender or any Lender in writing, or has made a public statement to the effect, that it does not intend or expect to comply with any of its funding obligations under this Agreement (unless such writing or public statement indicates that such position is based on such Lender’s good faith determination that a condition precedent (specifically identified and including the particular default, if any) to funding a Loan or other obligation under this Agreement cannot be satisfied) or generally under other agreements in which it commits to extend credit.

(iii) The definition of “***Issuing Lender***” is hereby amended and restated in its entirety as follows:

Issuing Lender means each of PNC in its capacity as the issuer of Letters of Credit hereunder, Bank of America, N.A., in its capacity as the issuer (or the successor of an issuer) of Letters of Credit hereunder, and JPMC, in its capacity as the issuer of Letters of Credit hereunder, and any of their respective Affiliates that may from time to time issue Letters of Credit, and each of their respective successors and assigns in such capacity.

**(b)** ***Section 11.1*** of the Credit Agreement is hereby amended to delete Clause (h) thereof in its entirety and replace such Clause with the following:

(h) Debt of the Loan Parties and any non-domestic Subsidiary of a Loan Party in respect of surety bonds, performance bonds, bid bonds, or similar obligations arising in the ordinary course of business up to an amount reasonably determined to be payable under all surety bonds then outstanding not to exceed at any time $500,000,000 in the aggregate;

**(c)** The third to last sentence of the first paragraph of **Section 2.3.1** (such sentence begins with, “So long as … ”) is hereby deleted and replaced with the following:

“Subject to the last three paragraphs of this Section 2.3.1, so long as the Issuing Lender has not received written notice that the conditions precedent set forth in Section 12.2 with respect to the issuance of such Letter of Credit have not been satisfied, the Issuing Lender shall issue such Letter of Credit on the requested issuance date.”

**(d)** The third paragraph of ***Section 2.3.1*** (including Clauses (a) and (b) thereof), other than the last sentence of such paragraph, of the Credit Agreement is hereby deleted.

**(e)** The last paragraph of **Section 2.3.1** is hereby deleted and replaced with the following:

Notwithstanding any provision of this Agreement to the contrary, if any Lender becomes a Defaulting Lender, then the following provisions shall apply for so long as such Lender is a

Defaulting Lender: (a) if the aggregate Stated Amount of all Letters of Credit is greater than zero Dollars at the time such Lender becomes a Defaulting Lender then: (i) each Issuing Lender, the Loan Parties and each other Lender will endeavor to enter into arrangements reasonably satisfactory to each Issuing Lender affected thereby to eliminate such Issuing Lender's risk with respect to such Defaulting Lender's obligations to the Issuing Lender hereunder (included among the arrangements that may be considered may be the reallocation of all or any part of the Defaulting Lender's Pro Rata Share of the aggregate Stated Amount of all Letters of Credit among the non-Defaulting Lenders in accordance with their respective Pro Rata Shares (calculated, however, without regard to such Defaulting Lender's Revolving Commitment), but only to the extent that the sum of all non-Defaulting Lenders' Revolving Outstandings plus that portion of such Defaulting Lender's Pro Rata Share of the aggregate Stated Amount of all Letters of Credit reallocated to the non-Defaulting Lenders does not exceed the total of all non-Defaulting Lenders' Revolving Commitments (less the amount of any Swing Line Loans outstanding at such time))**;** provided, however, that no Lender shall be obligated under any circumstance without its written agreement to increase its Pro Rata Share in any Letter of Credit; (ii) to the extent that the reallocation described in the parenthetical in the foregoing clause (i) above is not, or is only partially, effected, the Company shall within one Business Day following notice by the Administrative Agent, cash collateralize for the benefit of the Issuing Lender only the Company's obligations corresponding to such Defaulting Lender's Pro Rata Share of the aggregate Stated Amount of all Letters of Credit (after giving effect to any partial reallocation pursuant to clause (i) above) in accordance with the procedures set forth in Section 13.2 for so long as such Defaulting Lender's Pro Rata Share of the aggregate Stated Amount of all Letters of Credit is greater than zero Dollars; (iii) to the extent that the reallocation described in the parenthetical in the foregoing clause (i) above is, or is only partially, effected, then the fees payable to the Lenders pursuant to Section 5.1 and Section 5.2 shall be adjusted in accordance with such non-Defaulting Lenders' Pro Rata Shares (after giving effect to such reallocation); and (iv) if all or any portion of such Defaulting Lender's Pro Rata Share of the aggregate Stated Amount of all Letters of Credit is neither reallocated nor cash collateralized pursuant to clause (i) or (ii) above, then, without prejudice to any rights or remedies of the Issuing Lender or any other Lender hereunder, all letter of credit fees payable under Section 5.2 with respect to such Defaulting Lender's Pro Rata Share of the aggregate Stated Amount of all Letters of Credit shall be payable to the Issuing Lender until and to the extent that such Pro Rata Share of the aggregate Stated Amount of all Letters of Credit of the Defaulting Lender is reallocated and/or cash collateralized; and (b) so long as such Lender is a Defaulting Lender, the Issuing Lender shall not be required to issue, amend or increase any Letter of Credit, unless it is satisfied that the related exposure and the Defaulting Lender's then outstanding Pro Rata Share of the aggregate Stated Amount of all Letters of Credit will be 100% covered by the Revolving Commitments of the non-Defaulting Lenders and/or cash collateral will be provided by the Company in accordance with this Section 2.3.1, and participating interests in any newly issued or increased Letter of Credit shall be allocated among non-Defaulting Lenders or cash collateralized in a manner consistent with this Agreement (and such Defaulting Lender shall not participate therein).

If (i) a Bankruptcy Event with respect to a parent of any Lender shall occur following the date hereof and for so long as such event shall continue or (ii) the Issuing Lender has a good faith belief that any Lender has defaulted in fulfilling its obligations under one or more other agreements in which such Lender commits to extend credit, the Issuing Lender shall not be required to issue, amend or increase any Letter of Credit, unless the Issuing Lender shall have entered into arrangements with the Company or such Lender, satisfactory to the Issuing Lender, to defease any risk to it in respect of such Lender hereunder.

In the event that the Administrative Agent, the Borrower, and the Issuing Lender each agrees that a Defaulting Lender has adequately remedied all matters that caused such Lender to be a Defaulting Lender, the Pro Rata Shares of the aggregate Stated Amount of all Letters of

Credit of the Lenders shall be readjusted to reflect the inclusion of such Lender's Commitment and on such date such Lender shall purchase at par such of the Loans of the other Lenders (other than Swingline Loans) as the Administrative Agent shall determine may be necessary in order for such Lender to hold such Loans in accordance with its Commitment percentage.

**(f)** ***Subsection 2.3.3(b)*** is hereby amended to (i) add "absolute," after the seventh word of such Subsection, and (ii) delete the word "or" from before Clause (d) of the first sentence of such Subsection, and (iii) insert the Clauses (e) and (f) before the period at the end of the first sentence of such Subsection as follows:

> , (e) payment by the Issuing Lender or any of its Affiliates under any Letter of Credit against presentation of a demand, draft or certificate or other document which does not comply with the terms of such Letter of Credit; and (f) any other event or circumstance whatsoever, whether or not similar to any of the foregoing, that might, but for the provisions of this Section, constitute a legal or equitable discharge of, or provide a right of setoff against, the Company's obligations hereunder.

**(g)** ***Section 2.3.5*** is hereby amended to delete Clause (B) thereof and to delete the word "or" that appears directly before such Clause (B).

**2. Amendments of Credit Agreement and Other Loan Documents.**

**(a)** All references in the Loan Documents to the Credit Agreement shall henceforth include references to the Credit Agreement as modified and amended by this Amendment.

**(b)** Any and all of the terms and provisions of the Loan Documents are hereby amended and modified wherever necessary, even though not specifically addressed herein, so as to conform to the amendments and modifications set forth herein.

**3. Ratifications.** Each of the Loan Parties (a) ratifies, consents to, and confirms all provisions of the Loan Documents as amended by this Amendment, and (b) ratifies and confirms that all guaranties and other agreements granted or conveyed to the Credit Parties under the Loan Documents are not released, reduced, or otherwise adversely affected by this Amendment and continue to guaranty and assure full payment and performance of the present and future Obligations.

**4. Representations.** Each of the Loan Parties represents and warrants to the Credit Parties that as of the date of this Amendment: (a) this Amendment has been duly authorized, executed, and delivered by each Loan Party; (b) no action of, or filing with, any Governmental Authority is required to authorize, or is otherwise required in connection with, the execution, delivery, or performance by any Loan Party of this Amendment; (c) the Loan Documents, as amended by this Amendment, are valid and binding upon Company and each other Loan Party that is a party thereto and are enforceable against Company and such Loan Parties in accordance with their respective terms, except as limited by bankruptcy, insolvency, and similar Laws affecting the enforceability of creditors' rights generally or general principles of equity; (d) there are no claims, set-offs, or deductions of any nature as of the date hereof that could be made or asserted by any Loan Party against any Credit Party or against any amount due or to become due under any Loan Document; (e) the execution, delivery, and performance by each Loan Party of this Amendment do not require the consent of any other Person and do not and will not constitute a violation of any Law or material agreement to which any such Loan Party is a party or by which any such Loan Party or any of its property is bound; (f) all representations and warranties in the Loan Documents are true and correct in all material respects on and as of the date of this Amendment, except to the extent that (i) any of them speak to a different specific date, or (ii) the facts on which any of them were based have been changed by transactions contemplated or permitted by the Credit Agreement; and (g) after giving effect to this Amendment, no Unmatured Event of Default or Event of Default exists.

**5. Conditions Precedent.** This Amendment shall not be effective unless and until:

**(a)** this Amendment is executed by Company, the other Loan Parties, Administrative Agent, each Issuing Lender (as such term is amended hereby), and Required Lenders;

**(b)** the representations and warranties in this Amendment are true and correct in all material respects on and as of the date of this Amendment, except to the extent that (i) any of them speak to a different specific date, or (ii) the facts on which any of them were based have been changed by transactions contemplated or permitted by the Credit Agreement; and

**(c)** after giving effect to this Amendment, no Default or Event of Default exists.

**6. Condition Subsequent**. Administrative Agent shall have received within sixty (60) days of the date hereof, an officer's certificate executed by the Secretary or Assistant Secretary or other authorized officer of each Loan Party certifying (i) that the organizational documents of the Loan Party have not changed since the date last certified to Administrative Agent in connection with the Credit Agreement (and, if any have changed, additionally certifying all organizational documents of the Loan Party that have been changed), (ii) authorizing resolutions of the board of directors of the Loan Party authorizing the transactions contemplated by this Amendment and authorizing and ratifying the execution of this Amendment by the officer(s) that has executed this Amendment, and (iii) incumbency of the officer(s) of each Loan Party that has executed this Amendment;

**7. Continued Effect.** Except to the extent amended hereby or by any documents executed in connection herewith, all terms, provisions, and conditions of the Credit Agreement and the other Loan Documents, and all documents executed in connection therewith, shall continue in full force and effect and shall remain enforceable and binding in accordance with their respective terms.

**8. Miscellaneous.** Unless stated otherwise (a) the singular number includes the plural and *vice versa* and words of any gender include each other gender, in each case, as appropriate, (b) headings and captions may not be construed in interpreting provisions, (c) this Amendment shall be construed — and its performance enforced — under Pennsylvania law, (d) if any part of this Amendment is for any reason found to be unenforceable, all other portions of it nevertheless shall remain enforceable, (e) this Amendment may be executed in any number of counterparts with the same effect as if all signatories had signed the same document, and all of those counterparts must be construed together to constitute the same document, (f) delivery of an executed signature page of this Amendment by telecopy or email (as a *.pdf* attachment thereto or otherwise) shall be effective as delivery of a manually executed counterpart of this Amendment, and (g) this Amendment binds and inures to each of the parties hereto and their respective successors and permitted assigns.

***[Remainder of Page Intentionally Left Blank;***
***Signature Pages Follow.]***

IN WITNESS WHEREOF, the parties hereto, by their officers thereunto duly authorized, have executed this Amendment as of the day and year first above written.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

By: /s/ Alvaro Garcia-Tunon (SEAL)
Name: Alvaro Garcia-Tunon
Title: Senior Vice President

RAILROAD FRICTION PRODUCTS CORPORATION; WABTEC HOLDING CORP.; RFPC HOLDING CORP.; MOTIVEPOWER, INC.; YOUNG TOUCHSTONE COMPANY; WABTEC DISTRIBUTION COMPANY; WABTEC CORPORATION; RICON CORP.; SCHAEFER EQUIPMENT, INC.; WABTEC INTERNATIONAL, INC.; WABTEC INVESTMENTS LIMITED, LLC

By: /s/ Alvaro Garcia-Tunon (SEAL)
Name: Alvaro Garcia-Tunon
Title: Vice President of each of the above listed companies

PNC BANK, NATIONAL ASSOCIATION, as Administrative Agent and as a Lender and as an Issuing Lender

By: /s/ Tracy DeCock
Name: Tracy DeCock
Title: Senior Vice President

JPMORGAN CHASE BANK, N.A., as Syndication Agent and as a Lender and as an Issuing Lender

By: /s/ Deborah R. Winkler
Name: Deborah R. Winkler
Title: Vice President

BANK OF AMERICA, N.A., as Co-Documentation Agent and as a Lender and as an Issuing Lender

By: /s/ Christian Burrow
Name: Christian Burrow
Title: Senior Vice President

THE BANK OF NOVA SCOTIA, as Co-Documentation Agent and as a Lender

By: ***[No signature page received]***
Name:
Title:

FIRST COMMONWEALTH BANK, as Co-Documentation Agent and as a Lender

By: /s/ Brian J. Sohocki
Name: Brian J. Sohocki
Title: Vice President

CITIZENS BANK OF PENNSYLVANIA, as Co-Documentation Agent and a Lender

By: /s/ Philip R. Medsger

Name: Philip R. Medsger

Title: Senior Vice President

BRANCH BANKING AND TRUST COMPANY, as a Lender

By: ***[No signature page received]***
Name:
Title:

BANK OF TOKYO-MITSUBISHI UFJ TRUST COMPANY, as a Lender

By: /s/ George Stoecklein
Name: George Stoecklein
Title: Vice President

FIFTH THIRD BANK, as a Lender

By: ***[No signature page received]***
Name:
Title:

TD BANK N.A., as a Lender

By: /s/ Marla Willner
Name: Marla Willner
Title: Senior Vice President

MANUFACTURERS AND TRADERS TRUST COMPANY, as a Lender

By: /s/ Paul G. Rishar
Name: Paul G. Rishar
Title: Assistant Vice President

HUNTINGTON NATIONAL BANK, as a Lender

By: /s/ Chad A. Lowe
Name: Chad A. Lowe
Title: Vice President

THE PRIVATEBANK & TRUST COMPANY, as a Lender

By: ***[No signature page received]***
Name:
Title:

**Exhibit 31.1**

**CERTIFICATION**

I, Albert J. Neupaver, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Westinghouse Air Brake Technologies Corporation.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

(d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2011

By: /s/ ALBERT J. NEUPAVER

**Name:** **Albert J. Neupaver**
**Title:** **President, Chief Executive Officer and Director**

**Exhibit 31.2**

**CERTIFICATION**

I, Alvaro Garcia-Tunon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Westinghouse Air Brake Technologies Corporation.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

(d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2011

By: /s/ ALVARO GARCIA-TUNON

**Name:** **Alvaro Garcia-Tunon**
**Title:** **Executive Vice President, Chief Financial Officer and Secretary**

**Exhibit 32.1**

**CERTIFICATION**

Pursuant to 18 U.S.C. § 1350, the undersigned officers of Westinghouse Air Brake Technologies Corporation (the "*Company*"), hereby certify, to the best of their knowledge, that the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (the "*Report*") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ ALBERT J. NEUPAVER

**Albert J. Neupaver**
**President, Chief Executive Officer and Director**

Date: May 9, 2011

By: /s/ ALVARO GARCIA-TUNON

**Alvaro Garcia-Tunon,**
**Executive Vice President,**
**Chief Financial Officer and Secretary**

Date: May 9, 2011