

GREENBRIER COMPANIES INC  
Form 10-Q  
April 04, 2013

**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 February 28, 2013

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

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-13146

**THE GREENBRIER COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

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Oregon  
(State of

93-0816972  
(I.R.S. Employer

Incorporation)

Identification No.)

One Centerpointe Drive, Suite 200, Lake Oswego, OR  
(Address of principal executive offices)

97035  
(Zip Code)

(503) 684-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  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 Regulations 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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

The number of shares of the registrant's common stock, without par value, outstanding on March 27, 2013 was 27,221,816 shares.

**Forward-Looking Statements**

From time to time, The Greenbrier Companies, Inc. and its subsidiaries (Greenbrier or the Company) or their representatives have made or may make forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, without limitation, statements as to expectations, beliefs and strategies regarding the future. Such forward-looking statements may be included in, but not limited to, press releases, oral statements made with the approval of an authorized executive officer or in various filings made by us with the Securities and Exchange Commission, including this filing on Form 10-Q. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements rely on a number of assumptions concerning future events and include statements relating to:

availability of financing sources and borrowing base for working capital, other business development activities, capital spending and leased railcars for syndication (sale of railcars with lease attached);

ability to renew, maintain or obtain sufficient credit facilities and financial guarantees on acceptable terms;

ability to utilize beneficial tax strategies;

ability to grow our businesses;

ability to obtain lease and sales contracts which provide adequate protection against changes in interest rates and increased costs of materials and components;

ability to obtain adequate insurance coverage at acceptable rates;

ability to obtain adequate certification and licensing of products; and

short-term and long-term revenue and earnings effects of the above items.

The following factors, among others, could cause actual results or outcomes to differ materially from the forward-looking statements:

fluctuations in demand for newly manufactured railcars or marine barges;

fluctuations in demand for wheel services, refurbishment and parts;

delays in receipt of orders, risks that contracts may be canceled during their term or not renewed and that customers may not purchase the amount of products or services under the contracts as anticipated;

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ability to maintain sufficient availability of credit facilities and to maintain compliance with or to obtain appropriate amendments to covenants under various credit agreements;

domestic and global economic conditions including such matters as embargoes or quotas;

U.S., Mexican and other global political or security conditions including such matters as terrorism, war, civil disruption and crime;

growth or reduction in the surface transportation industry;

ability to maintain good relationships with third party labor providers or collective bargaining units;

steel and specialty component price fluctuations and availability, scrap surcharges, steel scrap prices and other commodity price fluctuations and availability and their impact on product demand and margin;

delay or failure of acquired businesses, assets, start-up operations, or new products or services to compete successfully;

changes in product mix and the mix of revenue levels among reporting segments;

labor disputes, energy shortages or operating difficulties that might disrupt operations or the flow of cargo;

production difficulties and product delivery delays as a result of, among other matters, inefficiencies associated with the start-up of production lines or increased production rates, changing technologies or non-performance of alliance partners, subcontractors or suppliers;

ability to renew or replace expiring customer contracts on satisfactory terms;

ability to obtain and execute suitable contracts for leased railcars for syndication;

lower than anticipated lease renewal rates, earnings on utilization based leases or residual values for leased equipment;

discovery of defects in railcars resulting in increased warranty costs or litigation;

resolution or outcome of pending or future litigation and investigations;

natural disasters or severe weather patterns that may affect either us, our suppliers or our customers;

loss of business from, or a decline in the financial condition of, any of the principal customers that represent a significant portion of our total revenues;

competitive factors, including introduction of competitive products, new entrants into certain of our markets, price pressures, limited customer base, and competitiveness of our manufacturing facilities and products;

industry overcapacity and our manufacturing capacity utilization;

decreases or write-downs in carrying value of inventory, goodwill, intangibles or other assets due to impairment;

severance or other costs or charges associated with lay-offs, shutdowns, or reducing the size and scope of operations;

changes in future maintenance or warranty requirements;

ability to adjust to the cyclical nature of the industries in which we operate;

changes in interest rates and financial impacts from interest rates;

ability and cost to maintain and renew operating permits;

actions by various regulatory agencies, including potential environmental remediation obligations;

changes in fuel and/or energy prices;

risks associated with our intellectual property rights or those of third parties, including infringement, maintenance, protection, validity, enforcement and continued use of such rights;

expansion of warranty and product support terms beyond those which have traditionally prevailed in the rail supply industry;

availability of a trained work force and availability and/or price of essential raw materials, specialties or components, including steel castings, to permit manufacture of units on order;

failure to successfully integrate acquired businesses;

discovery of previously unknown liabilities associated with acquired businesses;

failure of or delay in implementing and using new software or other technologies;

ability to replace maturing lease and management services revenue and earnings with revenue and earnings from new commercial transactions, including new railcar leases, additions to the lease fleet and new management services contracts;

credit limitations upon our ability to maintain effective hedging programs; and

financial impacts from currency fluctuations and currency hedging activities in our worldwide operations.

Any forward-looking statements should be considered in light of these factors. Words such as anticipates, believes, forecast, potential, goal, contemplates, expects, intends, plans, projects, hopes, seeks, estimates, could, would, will, may, can, designed to, expressions identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward-looking statements. Many of the important factors that will determine these results and values are beyond our ability to control or predict. You are cautioned not to put undue reliance on any forward-looking statements. Except as otherwise required by law, we do not assume any obligation to update any forward-looking statements.

All references to years refer to the fiscal years ended August 31<sup>st</sup> unless otherwise noted.

## PART I. FINANCIAL INFORMATION

## Item 1. Condensed Financial Statements

## Consolidated Balance Sheets

*(In thousands, unaudited)*

|   | February 28,<br>2013 | August 31,<br>2012 |
|---|----------------------|--------------------|
| <b>Assets</b>   |                      |                    |
| Cash and cash equivalents   | \$ 55,637            | \$ 53,571          |
| Restricted cash   | 8,899                | 6,277              |
| Accounts receivable, net  | 144,933              | 146,326            |
| Inventories   | 359,281              | 316,741            |
| Leased railcars for syndication   | 36,198               | 97,798             |
| Equipment on operating leases, net  | 344,576              | 362,968            |
| Property, plant and equipment, net  | 194,887              | 182,429            |
| Goodwill  | 134,316              | 137,066            |
| Intangibles and other assets, net   | 86,194               | 81,368             |
|   | \$ 1,364,921         | \$ 1,384,544       |
| <b>Liabilities and Equity</b>   |                      |                    |
| Revolving notes   | \$ 50,058            | \$ 60,755          |
| Accounts payable and accrued liabilities  | 278,221              | 329,508            |
| Deferred income taxes   | 99,965               | 95,363             |
| Deferred revenue  | 23,178               | 17,194             |
| Notes payable   | 427,553              | 428,079            |
| Commitments and contingencies (Note 14)   |                      |                    |
| <b>Equity:</b>  |                      |                    |
| Greenbrier  |                      |                    |
| Preferred stock - without par value; 25,000 shares authorized; none outstanding   |                      |                    |
| Common stock - without par value; 50,000 shares authorized; 27,222 and 27,143 shares outstanding at February 28, 2013 and August 31, 2012 |                      |                    |
| Additional paid-in capital  | 255,738              | 252,256            |
| Retained earnings   | 210,156              | 185,890            |
| Accumulated other comprehensive loss  | (4,758)              | (6,369)            |
| Total equity - Greenbrier   | 461,136              | 431,777            |
| Noncontrolling interest   | 24,810               | 21,868             |
| Total equity  | 485,946              | 453,645            |
|   | \$ 1,364,921         | \$ 1,384,544       |

*The accompanying notes are an integral part of these financial statements*

**THE GREENBRIER COMPANIES, INC.****Consolidated Statements of Income***(In thousands, except per share amounts, unaudited)*

|   | Three Months Ended   |                      | Six Months Ended     |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 28,<br>2013 | February 29,<br>2012 | February 28,<br>2013 | February 29,<br>2012 |
| <b>Revenue</b>  |                      |                      |                      |                      |
| Manufacturing   | \$ 294,047           | \$ 320,206           | \$ 579,416           | \$ 582,863           |
| Wheel Services, Refurbishment & Parts   | 111,952              | 119,894              | 224,051              | 237,643              |
| Leasing & Services  | 17,167               | 18,086               | 35,073               | 35,879               |
|   | 423,166              | 458,186              | 838,540              | 856,385              |
| <b>Cost of revenue</b>  |                      |                      |                      |                      |
| Manufacturing   | 262,650              | 290,851              | 521,142              | 527,040              |
| Wheel Services, Refurbishment & Parts   | 103,134              | 106,554              | 204,610              | 212,445              |
| Leasing & Services  | 9,107                | 9,295                | 16,735               | 18,958               |
|   | 374,891              | 406,700              | 742,487              | 758,443              |
| <b>Margin</b>   | 48,275               | 51,486               | 96,053               | 97,942               |
| Selling and administrative expense  | 24,942               | 24,979               | 51,042               | 48,214               |
| Net gain on disposition of equipment  | (3,076)              | (2,654)              | (4,484)              | (6,312)              |
| Earnings from operations  | 26,409               | 29,161               | 49,495               | 56,040               |
| <b>Other costs</b>  |                      |                      |                      |                      |
| Interest and foreign exchange   | 6,322                | 6,630                | 12,222               | 12,014               |
| Earnings before income taxes and earnings (loss) from unconsolidated affiliates | 20,087               | 22,531               | 37,273               | 44,026               |
| Income tax expense  | (5,590)              | (5,348)              | (10,176)             | (13,144)             |
| Earnings before earnings (loss) from unconsolidated affiliates                  | 14,497               | 17,183               | 27,097               | 30,882               |
| Earnings (loss) from unconsolidated affiliates                                  | (105)                | 72                   | (145)                | (300)                |
| Net earnings  | 14,392               | 17,255               | 26,952               | 30,582               |
| Net (earnings) loss attributable to noncontrolling interest                     | (553)                | 415                  | (2,686)              | 1,604                |
| <b>Net earnings attributable to Greenbrier</b>                                  | \$ 13,839            | \$ 17,670            | \$ 24,266            | \$ 32,186            |
| Basic earnings per common share   | \$ 0.51              | \$ 0.66              | \$ 0.89              | \$ 1.23              |
| Diluted earnings per common share   | \$ 0.45              | \$ 0.57              | \$ 0.80              | \$ 1.04              |
| Weighted average common shares:   |                      |                      |                      |                      |
| Basic   | 27,210               | 26,683               | 27,177               | 26,073               |
| Diluted   | 34,044               | 33,668               | 34,018               | 33,528               |

*The accompanying notes are an integral part of these financial statements*



**THE GREENBRIER COMPANIES, INC.****Consolidated Statements of Comprehensive Income***(In thousands, unaudited)*

|  | Three Months Ended   |                      | Six Months Ended     |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | February 28,<br>2013 | February 29,<br>2012 | February 28,<br>2013 | February 29,<br>2012 |
| Net earnings   | \$ 14,392            | \$ 17,255            | \$ 26,952            | \$ 30,582            |
| Other comprehensive income   |                      |                      |                      |                      |
| Translation adjustment   | (95)                 | 3,310                | 2,040                | (1,533)              |
| Reclassification of derivative financial instruments recognized in net earnings <sup>1</sup> | (279)                | 2,213                | (895)                | 860                  |
| Unrealized gain (loss) on derivative financial instruments <sup>2</sup>                      | (791)                | 6,406                | 508                  | 3,151                |
|  | (1,165)              | 11,929               | 1,653                | 2,478                |
| Comprehensive income   | 13,227               | 29,184               | 28,605               | 33,060               |
| Comprehensive (income) loss attributable to noncontrolling interest                          | (549)                | 329                  | (2,728)              | 1,665                |
| Comprehensive income attributable to Greenbrier  | \$ 12,678            | \$ 29,513            | \$ 25,877            | \$ 34,725            |

<sup>1</sup> Net of tax of effect of \$0.03 million and \$0.2 million for the three months ended February 28, 2013 and February 29, 2012 and \$0.01 million and \$0.3 million for the six months ended February 28, 2013 and February 29, 2012.

<sup>2</sup> Net of tax of effect of \$0.2 million and \$0.3 million for the three months ended February 28, 2013 and February 29, 2012 and \$0.1 million and \$0.4 million for the six months ended February 28, 2013 and February 29, 2012.

*The accompanying notes are an integral part of these financial statements*

**THE GREENBRIER COMPANIES, INC.****Consolidated Statements of Equity***(In thousands, unaudited)*

|   | Attributable to Greenbrier |                                  |                      |   | Total<br>Attributable to<br>Greenbrier | Attributable<br>to<br>Noncontrolling<br>Interest | Total Equity |
|---|----------------------------|----------------------------------|----------------------|---|--|--|--------------|
|   | Common<br>Stock<br>Shares  | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) |  |  |              |
| <b>Balance September 1, 2012</b>                | 27,143                     | \$ 252,256                       | \$ 185,890           | \$ (6,369)  | \$ 431,777                             | \$ 21,868  | \$ 453,645   |
| Net earnings                                    |                            |                                  | 24,266               |   | 24,266                                 | 2,686  | 26,952       |
| Other comprehensive income, net                 |                            |                                  |                      | 1,611   | 1,611                                  | 42   | 1,653        |
| Noncontrolling interest adjustments             |                            |                                  |                      |   |  | (1,735)  | (1,735)      |
| Investment by joint venture partner             |                            |                                  |                      |   |  | 1,949  | 1,949        |
| Restricted stock awards (net of cancellations)  | 27                         | 310                              |                      |   | 310                                    |  | 310          |
| Unamortized restricted stock                    |                            | (310)                            |                      |   | (310)                                  |  | (310)        |
| Restricted stock amortization                   |                            | 3,301                            |                      |   | 3,301                                  |  | 3,301        |
| Excess tax benefit from restricted stock awards |                            | 181                              |                      |   | 181                                    |  | 181          |
| Warrants exercised                              | 52                         |                                  |                      |   |  |  |              |
| <b>Balance February 28, 2013</b>                | 27,222                     | \$ 255,738                       | \$ 210,156           | \$ (4,758)  | \$ 461,136                             | \$ 24,810  | \$ 485,946   |

|  | Attributable to Greenbrier |                                  |                      |   | Total<br>Attributable to<br>Greenbrier | Attributable<br>to<br>Noncontrolling<br>Interest | Total Equity |
|--|----------------------------|----------------------------------|----------------------|---|--|--|--------------|
|  | Common<br>Stock<br>Shares  | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) |  |  |              |
| <b>Balance September 1, 2011</b>               | 25,186                     | \$ 242,286                       | \$ 127,182           | \$ (7,895)  | \$ 361,573                             | \$ 14,328  | \$ 375,901   |
| Net earnings (loss)                            |                            |                                  | 32,186               |   | 32,186                                 | (1,604)  | 30,582       |
| Other comprehensive income, net                |                            |                                  |                      | 2,539   | 2,539                                  | (61)   | 2,478        |
| Noncontrolling interest adjustments            |                            |                                  |                      |   |  | 3,151  | 3,151        |
| Restricted stock awards (net of cancellations) | 23                         | 600                              |                      |   | 600                                    |  | 600          |
| Unamortized restricted stock                   |                            | (600)                            |                      |   | (600)                                  |  | (600)        |
| Restricted stock amortization                  |                            | 3,490                            |                      |   | 3,490                                  |  | 3,490        |
| Warrants exercised                             | 1,483                      |                                  |                      |   |  |  |              |
| <b>Balance February 29, 2012</b>               | 26,692                     | \$ 245,776                       | \$ 159,368           | \$ (5,356)  | \$ 399,788                             | \$ 15,814  | \$ 415,602   |

*The accompanying notes are an integral part of these financial statements*

**Consolidated Statements of Cash Flows***(In thousands, unaudited)*

|   | Six Months Ended     |                      |
|---|----------------------|----------------------|
|   | February 28,<br>2013 | February 29,<br>2012 |
| <b>Cash flows from operating activities</b>   |                      |                      |
| Net earnings  | \$ 26,952            | \$ 30,582            |
| Adjustments to reconcile net earnings to net cash provided by (used in) operating activities: |                      |                      |
| Deferred income taxes   | 4,203                | 5,828                |
| Depreciation and amortization   | 21,398               | 20,322               |
| Net gain on disposition of equipment  | (4,484)              | (6,312)              |
| Accretion of debt discount  | 1,725                | 1,599                |
| Stock based compensation expense  | 2,887                | 3,490                |
| Other   | (1,612)              | 3,759                |
| Decrease (increase) in assets:  |                      |                      |
| Accounts receivable   | 3,079                | 8,898                |
| Inventories   | (27,208)             | (43,751)             |
| Leased railcars for syndication   | 56,960               | (52,925)             |
| Other   | 245                  | (603)                |
| Increase (decrease) in liabilities:   |                      |                      |
| Accounts payable and accrued liabilities  | (56,493)             | 25,854               |
| Deferred revenue  | 5,936                | (4,657)              |
| Net cash provided by (used in) operating activities   | 33,588               | (7,916)              |
| <b>Cash flows from investing activities</b>   |                      |                      |
| Proceeds from sales of assets   | 22,301               | 20,058               |
| Capital expenditures  | (35,525)             | (35,713)             |
| Increase in restricted cash   | (2,622)              | (136)                |
| Investment in and net advances to unconsolidated affiliates                                   | (386)                | 70                   |
| Other   | (3,582)              | 22                   |
| Net cash used in investing activities   | (19,814)             | (15,699)             |
| <b>Cash flows from financing activities</b>   |                      |                      |
| Net change in revolving notes with maturities of 90 days or less                              | (16,579)             | (18,716)             |
| Proceeds from revolving notes with maturities longer than 90 days                             | 19,968               | 46,646               |
| Repayments of revolving notes with maturities longer than 90 days                             | (14,998)             | (15,818)             |
| Proceeds from issuance of notes payable   |                      | 2,500                |
| Repayments of notes payable   | (2,251)              | (4,784)              |
| Investment by joint venture partner   | 1,949                |                      |
| Excess tax benefit from restricted stock awards   | 181                  |                      |
| Net cash provided by (used in) financing activities   | (11,730)             | 9,828                |
| Effect of exchange rate changes   | 22                   | 4,231                |
| <b>Increase (decrease) in cash and cash equivalents</b>                                       | 2,066                | (9,556)              |
| <b>Cash and cash equivalents</b>  |                      |                      |
| Beginning of period   | 53,571               | 50,222               |
| End of period   | \$ 55,637            | \$ 40,666            |

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**Cash paid during the period for**

|                   |          |            |
|-------------------|----------|------------|
| Interest          | \$ 7,867 | \$ 8,170   |
| Income taxes, net | \$ 8,288 | \$ (2,483) |

**Non-cash activity**

|  |           |    |
|--|-----------|----|
| Transfer of Leased railcars for syndication to Equipment on operating leases | \$ 4,640  | \$ |
| Transfer of Equipment on operating leases to Inventories                     | \$ 17,762 | \$ |

*The accompanying notes are an integral part of these financial statements*

**Notes to Condensed Consolidated Financial Statements**

(Unaudited)

**Note 1 Interim Financial Statements**

The Condensed Consolidated Financial Statements of The Greenbrier Companies, Inc. and Subsidiaries (Greenbrier or the Company) as of February 28, 2013, for the three and six months ended February 28, 2013 and for the three and six months ended February 29, 2012 have been prepared without audit and reflect all adjustments (consisting of normal recurring accruals) which, in the opinion of management, are necessary for a fair presentation of the financial position and operating results and cash flows for the periods indicated. The results of operations for the three and six months ended February 28, 2013 are not necessarily indicative of the results to be expected for the entire year ending August 31, 2013.

Certain notes and other information have been condensed or omitted from the interim financial statements presented in this Quarterly Report on Form 10-Q. Therefore, these financial statements should be read in conjunction with the Consolidated Financial Statements contained in the Company's 2012 Annual Report on Form 10-K.

*Management Estimates* The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires judgment on the part of management to arrive at estimates and assumptions on matters that are inherently uncertain. These estimates may affect the amount of assets, liabilities, revenue and expenses reported in the financial statements and accompanying notes and disclosure of contingent assets and liabilities within the financial statements. Estimates and assumptions are periodically evaluated and may be adjusted in future periods. Actual results could differ from those estimates.

*Reclassification* In the current quarter, the Company reported manufacturing revenue and an operating cash inflow of approximately \$40.0 million attributable to a sale of railcars to a single customer. Approximately \$17.8 million of the railcars sold were originally produced for our lease fleet and recorded in Equipment on operating leases. This amount had been reported in the Consolidated Statement of Cash Flows as capital expenditures in the amount of \$13.5 million for the year ended August 31, 2012 and \$4.3 million for the quarter ended November 30, 2012. These railcars originally produced for the lease fleet were never placed on a long term lease, accordingly the railcars have been reflected as a non-cash transfer in the current period from equipment on operating lease to inventory within the accompanying cash flow statement.

*Initial Adoption of Accounting Policies* In the first quarter of 2013, the Company adopted an accounting standard update that increased the prominence of items reported in other comprehensive income. The standard eliminated the option of presenting other comprehensive income as part of the statement of equity and instead requires the Company to present other comprehensive income as either a single statement of comprehensive income combined with net income or as two separate but continuous statements. The adoption of this accounting standard update did impact the presentation of other comprehensive income, as the Company has elected to present two separate but consecutive statements, but did not have an impact on the Company's financial position, results of operations or cash flows.

In the first quarter of 2013, the Company adopted an accounting standard update regarding how entities test goodwill for impairment. This accounting standard update is intended to reduce the cost and complexity of the annual goodwill impairment test by providing entities an option to perform a qualitative assessment to determine whether further impairment testing is necessary. This update impacts testing steps only and therefore the adoption did not have an effect on the Company's Consolidated Financial Statements.

*Prospective Accounting Changes* In July 2012, an accounting standard update was issued regarding the testing of indefinite-lived intangible assets for impairment. This update is intended to reduce the cost and complexity of testing indefinite-lived intangible assets for impairment by providing entities with an option to perform a qualitative assessment to determine whether further impairment testing is necessary. This update will be effective for the Company as of September 1, 2013. However, early adoption is permitted if an entity's financial statements for the most recent annual or interim period have not yet been issued. This update impacts testing steps only, and therefore adoption will not have an effect on the Company's Consolidated Financial Statements.

In February 2013, an accounting standard update was issued which amended prior reporting requirements with respect to comprehensive income by requiring additional disclosures about the amounts reclassified out of accumulated other comprehensive loss by component. This update will be effective for the Company as of March 1, 2013. As this accounting standard update impacts disclosure only, the adoption of this update is not expected to have an impact on the Company's financial position, results of operations or cash flows.

## **Note 2 Assets Held For Sale**

On February 28, 2013, the Company announced that it had entered into an asset purchase agreement for the sale of substantially all the equipment utilized in Greenbrier's reconditioned wheelset roller bearing operations in Elizabethtown, Kentucky. These operations are included as part of the Company's Wheel Services, Refurbishment & Parts segment. Concurrent with the sale, Greenbrier will enter into a long-term supply agreement with the purchaser for reconditioned and new bearings. The Company expects to close this transaction before May 31, 2013.

The Company determined that the assets attributed to the roller bearing operations in Elizabethtown, Kentucky meet the criteria to be classified as assets held for sale as of February 28, 2013. A total of \$7.4 million in assets are included as assets held for sale as of February 28, 2013 in Intangibles and other assets, net in the Consolidated Balance Sheet.

In accordance with ASC 360, the assets held for sale, including the portion of goodwill associated with the assets, were measured and adjusted to the lower of the carrying amount or fair value less costs to sell. As a result, the Company recorded a loss of \$1.3 million in Net gain on disposition of equipment in the Consolidated Statements of Income for the three and six months ended February 28, 2013.

## **Note 3 Inventories**

Inventories are valued at the lower of cost (first-in, first-out) or market. Work-in-process includes material, labor and overhead. The following table summarizes the Company's inventory balance:

| <i>(In thousands)</i>                    | February 28,<br>2013 | August 31,<br>2012 |
|--|----------------------|--------------------|
| Manufacturing supplies and raw materials | \$ 225,574           | \$ 228,092         |
| Work-in-process                          | 73,147               | 71,210             |
| Finished goods                           | 65,841               | 22,571             |
| Excess and obsolete adjustment           | (5,281)              | (5,132)            |
|  | <b>\$ 359,281</b>    | <b>\$ 316,741</b>  |

**Note 4 Intangibles and Other Assets, net**

Intangible assets that are determined to have finite lives are amortized over their useful lives. Intangible assets with indefinite useful lives are not amortized and are periodically evaluated for impairment.

The following table summarizes the Company's identifiable intangible and other assets balance:

| <i>(In thousands)</i>                                | February 28,<br>2013 | August 31,<br>2012 |
|--|----------------------|--------------------|
| <b>Intangible assets subject to amortization:</b>    |                      |                    |
| Customer relationships                               | \$ 66,288            | \$ 66,825          |
| Accumulated amortization                             | (25,102)             | (22,995)           |
| Other intangibles                                    | 4,997                | 4,906              |
| Accumulated amortization                             | (4,033)              | (3,779)            |
|  | 42,150               | 44,957             |
| <b>Intangible assets not subject to amortization</b> | <b>912</b>           | <b>912</b>         |
| Prepaid and other assets                             | 10,559               | 10,337             |
| Debt issuance costs, net                             | 8,930                | 10,194             |
| Investment in unconsolidated affiliates              | 8,410                | 8,301              |
| Nonqualified savings plan investments                | 7,865                | 6,667              |
| Assets held for sale                                 | 7,368                |                    |
| <b>Total intangible and other assets</b>             | <b>\$ 86,194</b>     | <b>\$ 81,368</b>   |

Amortization expense for the three and six months ended February 28, 2013 was \$1.1 million and \$2.3 million and for the three and six months ended February 29, 2012 was \$1.1 million and \$2.3 million. Amortization expense for the years ending August 31, 2013, 2014, 2015, 2016 and 2017 is expected to be \$4.2 million, \$4.0 million, \$4.0 million, \$4.0 million and \$3.8 million.

**Note 5 Goodwill**

The Company performs a goodwill impairment test annually during the third quarter. Goodwill is also tested more frequently if changes in circumstances or the occurrence of events indicates that a potential impairment exists. The provisions of ASC 350, Intangibles—Goodwill and Other, require the Company to perform a two-step impairment test on goodwill. In the first step, the Company compares the fair value of each reporting unit with its carrying value. The Company determines the fair value of the reporting units based on a weighting of income and market approaches. Under the income approach, the Company calculates the fair value of a reporting unit based on the present value of estimated future cash flows. Under the market approach, the Company estimates the fair value based on observed market multiples for comparable businesses. The second step of the goodwill impairment test is required only in situations where the carrying value of the reporting unit exceeds its fair value as determined in the first step. In the second step the Company would compare the implied fair value of goodwill to its carrying value. The implied fair value of goodwill is determined by allocating the fair value of a reporting unit to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. The excess of the fair value of a reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. An impairment loss is recorded to the extent that the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill.

As disclosed in Note 2—Assets held for sale, a loss of \$1.3 million was recognized attributed to the anticipated sale of substantially all the equipment utilized in the Company's roller bearing operations in Elizabethtown, Kentucky. The loss includes a reduction of \$2.8 million of goodwill for the three and six months ended February 28, 2013 which represents the portion of goodwill associated with the assets classified as assets held for sale. This loss was included in Net gain on disposition of equipment in the Consolidated Statements of Income for the three and six months ended February 28, 2013. The goodwill balance was \$134.3 million as of February 28, 2013 and \$137.1 million as of August 31, 2012 and relates to the Wheel Services, Refurbishment & Parts segment.





**Note 6 Revolving Notes**

Senior secured credit facilities, consisting of three components, aggregated to \$361.0 million as of February 28, 2013.

As of February 28, 2013, a \$290.0 million revolving line of credit secured by substantially all the Company's assets in the U.S. not otherwise pledged as security for term loans and maturing June 2016, was available to provide working capital and interim financing of equipment, principally for the U.S. and Mexican operations. Advances under this facility bear interest at LIBOR plus 2.5% and Prime plus 1.5% depending on the type of borrowing. Available borrowings under the credit facility are generally based on defined levels of inventory, receivables, property, plant and equipment and leased equipment, as well as total debt to consolidated capitalization and fixed charges coverage ratios.

As of February 28, 2013, lines of credit totaling \$21.0 million secured by certain of the Company's European assets, with various variable rates that range from Warsaw Interbank Offered Rate (WIBOR) plus 1.3% to WIBOR plus 1.5%, were available for working capital needs of the European manufacturing operation. European credit facilities are continually being renewed. Currently these European credit facilities have maturities that range from June 2013 through March 2015.

As of February 28, 2013, the Company's Mexican joint venture had two lines of credit totaling \$50.0 million. The first line of credit provides up to \$20.0 million and is secured by certain of the joint venture's accounts receivable and inventory. Advances under this facility bear interest at LIBOR plus 2.5%. The Mexican joint venture will be able to draw against this facility through December 2013. The second line of credit provides up to \$30.0 million and is fully guaranteed by each of the joint venture partners, including the Company. Advances under this facility bear interest at LIBOR plus 2.0%. The Mexican joint venture will be able to draw against this facility through February 2015.

As of February 28, 2013, outstanding borrowings under the senior secured credit facilities consisted of \$5.6 million in letters of credit under the North American credit facility, \$0.1 million outstanding under the European credit facilities and \$50.0 million outstanding under the Mexican joint venture credit facilities.

**Note 7 Accounts Payable and Accrued Liabilities**

| <i>(In thousands)</i>                        | February 28,<br>2013 | August 31,<br>2012 |
|--|----------------------|--------------------|
| Trade payables and other accrued liabilities | \$ 213,436           | \$ 258,316         |
| Accrued payroll and related liabilities      | 35,905               | 37,915             |
| Accrued maintenance                          | 10,920               | 11,475             |
| Accrued warranty                             | 10,289               | 9,221              |
| Income taxes payable                         | 5,643                | 9,625              |
| Other  | 2,028                | 2,956              |
|  | \$ 278,221           | \$ 329,508         |

**Note 8 Warranty Accruals**

Warranty costs are estimated and charged to operations to cover a defined warranty period. The estimated warranty cost is based on the history of warranty claims for each particular product type. For new product types without a warranty history, preliminary estimates are based on historical information for similar product types. The warranty accruals, included in Accounts payable and accrued liabilities on the Consolidated Balance Sheets, are reviewed periodically and updated based on warranty trends and expirations of warranty periods.

Warranty accrual activity:

| <i>(In thousands)</i>           | Three Months Ended   |                      | Six Months Ended     |                      |
|---------------------------------|----------------------|----------------------|----------------------|----------------------|
|                                 | February 28,<br>2013 | February 29,<br>2012 | February 28,<br>2013 | February 29,<br>2012 |
| Balance at beginning of period  | \$ 10,102            | \$ 8,943             | \$ 9,221             | \$ 8,644             |
| Charged to cost of revenue, net | 1,028                | 488                  | 2,612                | 1,395                |
| Payments                        | (835)                | (260)                | (1,636)              | (668)                |
| Currency translation effect     | (6)                  | 126                  | 92                   | (74)                 |
| Balance at end of period        | \$ 10,289            | \$ 9,297             | \$ 10,289            | \$ 9,297             |

**Note 9 Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss, net of tax effect as appropriate, consisted of the following:

| <i>(In thousands)</i>      | Unrealized<br>Loss on<br>Derivative<br>Financial<br>Instruments | Pension<br>Adjustment | Foreign<br>Currency<br>Translation<br>Adjustment | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) |
|----------------------------|---|-----------------------|--|---|
| Balance, August 31, 2012   | \$ (93)   | \$ (325)              | \$ (5,951)                                       | \$ (6,369)  |
| Year to date activity      | (386)   |                       | 1,997  | 1,611   |
| Balance, February 28, 2013 | \$ (479)  | \$ (325)              | \$ (3,954)                                       | \$ (4,758)  |

**Note 10 Earnings Per Share**

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

| <i>(In thousands)</i>   | Three Months Ended   |                      | Six Months Ended     |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 28,<br>2013 | February 29,<br>2012 | February 28,<br>2013 | February 29,<br>2012 |
| Weighted average basic common shares outstanding <sup>(1)</sup> | 27,210               | 26,683               | 27,177               | 26,073               |
| Dilutive effect of warrants                                     | 789                  | 940                  | 796                  | 1,410                |
| Dilutive effect of convertible notes <sup>(2)</sup>             | 6,045                | 6,045                | 6,045                | 6,045                |
| Weighted average diluted common shares outstanding              | 34,044               | 33,668               | 34,018               | 33,528               |

(1) Restricted stock grants are treated as outstanding when issued and are included in weighted average basic common shares outstanding when the Company is in a net earnings position.

(2) The dilutive effect of the 2018 Convertible notes are included as they were considered dilutive under the if converted method as further discussed below. The dilutive effect of the 2026 Convertible notes was excluded from the share calculations as the stock price for each period presented was less than the initial conversion price of \$48.05 and therefore considered anti-dilutive.

Dilutive EPS for the three and six months ended February 28, 2013 was calculated using the more dilutive of two approaches. The first approach includes the dilutive effect of outstanding warrants and shares underlying the 2026 Convertible notes in the share count using the treasury stock method. The second approach supplements the first by including the if converted effect of the 2018 Convertible notes issued in March 2011. Under the if converted method debt issuance and interest costs, both net of tax, associated with the convertible notes are added back to net earnings and the share count is increased by the shares underlying the convertible notes. The 2026 Convertible notes would only be included in the calculation of both approaches if the current stock price is greater than the initial conversion price of \$48.05 using the treasury stock method.

|   | Three Months Ended   |                      | Six Months Ended     |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 28,<br>2013 | February 29,<br>2012 | February 28,<br>2013 | February 29,<br>2012 |
| Net earnings attributable to Greenbrier                                       | \$ 13,839            | \$ 17,670            | \$ 24,266            | \$ 32,186            |
| Add back:   |                      |                      |                      |                      |
| Interest and debt issuance costs on the 2018 Convertible notes,<br>net of tax | 1,416                | 1,376                | 2,846                | 2,766                |
| Earnings before interest and debt issuance costs on convertible<br>notes      | \$ 15,255            | \$ 19,046            | \$ 27,112            | \$ 34,952            |
| Weighted average diluted common shares outstanding                            | 34,044               | 33,668               | 34,018               | 33,528               |
| Diluted earnings per share <sup>(1)</sup>                                     | \$ 0.45              | \$ 0.57              | \$ 0.80              | \$ 1.04              |

(1) Diluted earnings per share was calculated as follows:

Earnings before interest and debt issuance costs (net of tax) on convertible notes

Weighted average diluted common shares outstanding



**Note 11 Stock Based Compensation**

The value, at the date of grant, of restricted stock awards is amortized as compensation expense over the lesser of the vesting period or to the recipient's eligible retirement date.

For the three and six months ended February 28, 2013, \$1.0 million and \$2.9 million in compensation expense was recorded for restricted stock grants. For the three and six months ended February 29, 2012, \$1.7 million and \$3.5 million in compensation expense was recorded for restricted stock grants. Compensation expense related to restricted stock grants is recorded in Selling and administrative expense on the Consolidated Statements of Income.

**Note 12 Derivative Instruments**

Foreign operations give rise to market risks from changes in foreign currency exchange rates. Foreign currency forward exchange contracts with established financial institutions are utilized to hedge a portion of that risk in Euro. Interest rate swap agreements are utilized to reduce the impact of changes in interest rates on certain debt. The Company's foreign currency forward exchange contracts and interest rate swap agreements are designated as cash flow hedges, and therefore the effective portion of unrealized gains and losses are recorded in accumulated other comprehensive loss.

At February 28, 2013 exchange rates, forward exchange contracts for the purchase of Polish Zloty and the sale of Euro aggregated to \$79.7 million. Adjusting the foreign currency exchange contracts to the fair value of the cash flow hedges at February 28, 2013 resulted in an unrealized pre-tax gain of \$1.0 million that was recorded in accumulated other comprehensive loss. The fair value of the contracts is included in Accounts payable and accrued liabilities when there is a loss, or Accounts receivable, net when there is a gain, on the Consolidated Balance Sheets. As the contracts mature at various dates through January 2014, any such gain or loss remaining will be recognized in manufacturing revenue along with the related transactions when they occur. In the event that the underlying sales transaction does not occur or does not occur in the period designated at the inception of the hedge, the amount classified in accumulated other comprehensive loss would be reclassified to the current year's results of operations in Interest and foreign exchange.

At February 28, 2013, an interest rate swap agreement had a notional amount of \$42.2 million and matures March 2014. The fair value of this cash flow hedge at February 28, 2013 resulted in an unrealized pre-tax loss of \$2.1 million. The loss is included in Accumulated other comprehensive loss and the fair value of the contract is included in Accounts payable and accrued liabilities on the Consolidated Balance Sheet. As interest expense on the underlying debt is recognized, amounts corresponding to the interest rate swap are reclassified from accumulated other comprehensive loss and charged or credited to interest expense. At February 28, 2013 interest rates, approximately \$1.6 million would be reclassified to interest expense in the next 12 months.

**Fair Values of Derivative Instruments**

|  | Asset Derivatives      |                                 |                               | Liability Derivatives                    |                                 |                               |
|--|------------------------|---------------------------------|-------------------------------|--|---------------------------------|-------------------------------|
|  | Balance sheet location | February 28, 2013<br>Fair Value | August 31, 2012<br>Fair Value | Balance sheet location                   | February 28, 2013<br>Fair Value | August 31, 2012<br>Fair Value |
| <i>(In thousands)</i>                                    |                        |                                 |                               |  |                                 |                               |
| <b>Derivatives designated as hedging instruments</b>     |                        |                                 |                               |  |                                 |                               |
| Foreign forward exchange contracts                       | Accounts receivable    | \$ 2,360                        | \$ 2,703                      | Accounts payable and accrued liabilities | \$ 294                          | \$ 182                        |
| Interest rate swap contracts                             | Other assets           |                                 |                               | Accounts payable and accrued liabilities | 2,055                           | 2,861                         |
|  |                        | \$ 2,360                        | \$ 2,703                      |  | \$ 2,349                        | \$ 3,043                      |
| <b>Derivatives not designated as hedging instruments</b> |                        |                                 |                               |  |                                 |                               |
| Foreign forward exchange contracts                       |                        | \$ 262                          | \$ 141                        |  | \$                              | \$ 102                        |

Accounts  
receivable

Accounts payable  
and accrued liabilities

## The Effect of Derivative Instruments on the Statement of Operations

| Derivatives in cash flow hedging relationships |  | Location of gain (loss) recognized in income on derivative            |  | Gain recognized in income on derivative six months ended  |  |   |  |
|--|--|---|--|---|--|---|--|
|  |  |   |  | February 28, 2013   |  | February 29, 2012   |  |
| Foreign forward exchange contracts             |  | Interest and foreign exchange   |  | \$ 148  |  | \$ 163  |  |
|  |  |   |  | Location of gain in income on derivative (ineffective portion and amount excluded from effectiveness testing) |  | Gain recognized on derivative (ineffective portion and amount excluded from effectiveness testing)                  |  |
| Derivatives in cash flow hedging relationships |  | Location of gain (loss) reclassified from accumulated OCI into income |  | Gain (loss) reclassified from accumulated OCI into income (effective portion) six months ended                |  | Gain recognized on derivative (ineffective portion and amount excluded from effectiveness testing) six months ended |  |
|  |  |   |  | 2/28/13 2/29/12   |  | 2/28/13 2/29/12   |  |
| Foreign forward exchange contracts             |  | Revenue   |  | \$ 1,735 \$ (3,547)   |  | Interest and foreign exchange \$ 1,481 \$   |  |
| Interest rate swap contracts                   |  | Interest and foreign exchange   |  | (828) (852)   |  | Interest and foreign exchange   |  |
|  |  |   |  | \$ 907 \$ (4,399)   |  | \$ 1,481 \$   |  |

**Note 13 Segment Information**

Greenbrier operates in three reportable segments: Manufacturing; Wheel Services, Refurbishment & Parts; and Leasing & Services. The accounting policies of the segments are described in the summary of significant accounting policies in the Consolidated Financial Statements contained in the Company's 2012 Annual Report on Form 10-K. Performance is evaluated based on margin. The Company's integrated business model results in selling and administrative costs being intertwined among the segments. Currently, Greenbrier's management does not allocate these costs for either external or internal reporting purposes. Intersegment sales and transfers are valued as if the sales or transfers were to third parties. Related revenue and margin is eliminated in consolidation and therefore are not included in consolidated results in the Company's Consolidated Financial Statements.

The information in the following table is derived directly from the segments' internal financial reports used for corporate management purposes.

|   | Three Months Ended   |                      | Six Months Ended     |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 28,<br>2013 | February 29,<br>2012 | February 28,<br>2013 | February 29,<br>2012 |
| <i>(In thousands)</i>   |                      |                      |                      |                      |
| <b>Revenue:</b>   |                      |                      |                      |                      |
| Manufacturing   | \$ 275,154           | \$ 328,675           | \$ 545,448           | \$ 633,514           |
| Wheel Services, Refurbishment & Parts   | 115,650              | 123,699              | 233,136              | 246,318              |
| Leasing & Services  | 19,622               | 25,753               | 41,920               | 46,337               |
| Intersegment eliminations   | 12,740               | (19,941)             | 18,036               | (69,784)             |
|   | \$ 423,166           | \$ 458,186           | \$ 838,540           | \$ 856,385           |
| <b>Margin:</b>  |                      |                      |                      |                      |
| Manufacturing   | \$ 31,397            | \$ 29,355            | \$ 58,274            | \$ 55,823            |
| Wheel Services, Refurbishment & Parts   | 8,818                | 13,340               | 19,441               | 25,198               |
| Leasing & Services  | 8,060                | 8,791                | 18,338               | 16,921               |
| Segment margin total  | 48,275               | 51,486               | 96,053               | 97,942               |
| Less unallocated expenses:  |                      |                      |                      |                      |
| Selling and administrative expense  | 24,942               | 24,979               | 51,042               | 48,214               |
| Net gain on disposition of equipment  | (3,076)              | (2,654)              | (4,484)              | (6,312)              |
| Interest and foreign exchange   | 6,322                | 6,630                | 12,222               | 12,014               |
| Earnings before income taxes and earnings (loss) from unconsolidated affiliates | \$ 20,087            | \$ 22,531            | \$ 37,273            | \$ 44,026            |



**Note 14 Commitments and Contingencies**

The Company's Portland, Oregon manufacturing facility is located adjacent to the Willamette River. The Company has entered into a Voluntary Clean-Up Agreement with the Oregon Department of Environmental Quality in which the Company agreed to conduct an investigation of whether, and to what extent, past or present operations at the Portland property may have released hazardous substances to the environment. The Company is also conducting groundwater remediation relating to a historical spill on the property which precedes its ownership.

The U.S. Environmental Protection Agency (EPA) has classified portions of the river bed of the Portland Harbor, including the portion fronting the Company's manufacturing facility, as a federal National Priority List or Superfund site due to sediment contamination (the Portland Harbor Site). The Company and more than 140 other parties have received a General Notice of potential liability from the EPA relating to the Portland Harbor Site. The letter advised the Company that it may be liable for the costs of investigation and remediation (which liability may be joint and several with other potentially responsible parties) as well as for natural resource damages resulting from releases of hazardous substances to the site. At this time, ten private and public entities, including the Company (the Lower Willamette Group or LWG), have signed an Administrative Order on Consent (AOC) to perform a remedial investigation/feasibility study (RI/FS) of the Portland Harbor Site under EPA oversight, and several additional entities have not signed such consent, but are nevertheless contributing money to the effort. The EPA-mandated RI/FS is being conducted by the LWG and has cost over \$100 million over a 13-year period. The Company has agreed to initially bear a percentage of the total costs incurred by the LWG in connection with the investigation. The Company's aggregate expenditure has not been material over the 13-year period. Some or all of any such outlay may be recoverable from other responsible parties. The investigation is expected to continue for at least one more year and additional costs are expected to be incurred. The Company cannot estimate the amount of such investigation costs at this time.

Eighty-three parties, including the State of Oregon and the federal government, have entered into a non-judicial mediation process to try to allocate costs associated with the Portland Harbor site. Approximately 110 additional parties have signed tolling agreements related to such allocations. On April 23, 2009, the Company and the other AOC signatories filed suit against 69 other parties due to a possible limitations period for some such claims; *Arkema Inc. et al v. A & C Foundry Products, Inc. et al*, US District Court, District of Oregon, Case #3:09-cv-453-PK. All but 12 of these parties elected to sign tolling agreements and be dismissed without prejudice, and the case has now been stayed by the court, pending completion of the RI/FS. Although, as described below, the draft feasibility study has been submitted, the RI/FS will not be complete until the EPA approves it, which is not likely to occur until at least 2014.

A draft of the remedial investigation study was submitted to the EPA on October 27, 2009. The draft feasibility study was submitted to the EPA on March 30, 2012. The draft feasibility study evaluates several alternative cleanup approaches. The approaches submitted would take from 2 to 28 years with costs ranging from \$169 million to \$1.8 billion for cleanup of the entire Portland Harbor Site, depending primarily on the selected remedial action levels. The draft feasibility study suggests costs ranging from \$9 million to \$163 million for cleanup of the area of the Willamette River adjacent to the Company's Portland, Oregon manufacturing facility, depending primarily on the selected remedial action level.

The draft feasibility study does not address responsibility for the costs of clean-up or allocate such costs among the potentially responsible parties, or define precise boundaries for the cleanup. Responsibility for funding and implementing the EPA's selected cleanup will be determined after the issuance of the Record of Decision. Based on the investigation to date, the Company believes that it did not contribute in any material way to the damage of natural resources in the Portland Harbor Site and that the damage in the area of the Portland Harbor Site adjacent to its property precedes its ownership of the Portland, Oregon manufacturing facility. Because these environmental investigations are still underway, sufficient information is currently not available to determine the Company's liability, if any, for the cost of any required remediation of the Portland Harbor Site or to estimate a range of potential loss. Based on the results of the pending investigations and future assessments of natural resource damages, the Company may be required to incur costs associated with additional phases of investigation or remedial action, and may be liable for damages to natural resources. In addition, the Company may be required to perform periodic maintenance dredging in order to continue to launch vessels from its launch ways in Portland, Oregon, on the Willamette River, and the river's classification as a Superfund site could result in some limitations on future dredging and launch activities. Any of these matters could adversely affect the Company's business and Consolidated Financial Statements, or the value of its Portland property.

From time to time, Greenbrier is involved as a defendant in litigation in the ordinary course of business, the outcome of which cannot be predicted with certainty. The most significant litigation is as follows:

Greenbrier's customer, SEB Finans AB (SEB), has raised performance concerns related to a component that the Company installed on 372 railcar units with an aggregate sales value of approximately \$20.0 million produced under a contract with SEB. On December 9, 2005, SEB filed a Statement of Claim in an arbitration proceeding in Stockholm, Sweden, against Greenbrier alleging that the railcars were defective and could not be used for their intended purpose. A settlement agreement was entered into effective February 28, 2007 pursuant to which the railcar units previously delivered were to be repaired and the remaining units completed and delivered to SEB. SEB has made multiple additional warranty claims, including claims with respect to railcars that have been repaired pursuant to the original settlement agreement. Greenbrier and SEB are continuing to negotiate the scope of needed repairs. Current estimates of potential costs of such repairs do not exceed amounts accrued.

When the Company acquired the assets of the Freight Wagon Division of DaimlerChrysler in January 2000, it acquired a contract to build 201 freight cars for Okombi GmbH, a subsidiary of Rail Cargo Austria AG. Subsequently, Okombi made breach of warranty and late delivery claims against the Company which grew out of design and certification problems. All of these issues were settled as of March 2004. Additional allegations have been made, the most serious of which involve cracks to the structure of the freight cars. Okombi has been required to remove all 201 freight cars from service, and a formal claim has been made against the Company. Legal, technical and commercial evaluations are on-going to determine what obligations the Company might have, if any, to remedy the alleged defects, though resolution of such issues has not been reached due to delays by Okombi.

Management intends to vigorously defend its position in each of the open foregoing cases. While the ultimate outcome of such legal proceedings cannot be determined at this time, management believes that the resolution of these actions will not have a material adverse effect on the Company's Consolidated Financial Statements.

The Company is involved as a defendant in other litigation initiated in the ordinary course of business. While the ultimate outcome of such legal proceedings cannot be determined at this time, management believes that the resolution of these actions will not have a material adverse effect on the Company's Consolidated Financial Statements.

In accordance with customary business practices in Europe, the Company has \$1.8 million in bank and third party warranty and performance guarantee facilities as of February 28, 2013. To date no amounts have been drawn under these guarantee facilities.

At February 28, 2013, the Mexican joint venture had \$50.4 million of third party debt outstanding, for which the Company has guaranteed approximately \$40.2 million. In addition, the Company, along with its joint venture partner, has committed to contributing \$10.0 million to fund the capital expenditures for a fourth manufacturing line, of which the Company will contribute 50%. These amounts will be contributed at various intervals from May 31, 2012 to October 31, 2013. As of February 28, 2013, the Company and the joint venture partner have each contributed \$3.3 million.

As of February 28, 2013 the Company has outstanding letters of credit aggregating \$5.6 million associated with facility leases and workers compensation insurance.

**Note 15 Fair Value Measures**

Certain assets and liabilities are reported at fair value on either a recurring or nonrecurring basis. Fair value, for this disclosure, is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, under a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

- Level 1 - observable inputs such as unadjusted quoted prices in active markets for identical instruments;  
 Level 2 - inputs, other than the quoted market prices in active markets for similar instruments, which are observable, either directly or indirectly; and  
 Level 3 - unobservable inputs for which there is little or no market data available, which require the reporting entity to develop its own assumptions.

Assets and liabilities measured at fair value on a recurring basis as of February 28, 2013 are:

| <i>(In thousands)</i>                 | Total     | Level 1  | Level 2 <sup>(1)</sup> | Level 3 |
|---------------------------------------|-----------|----------|------------------------|---------|
| <b>Assets:</b>                        |           |          |                        |         |
| Derivative financial instruments      | \$ 2,622  | \$       | \$ 2,622               | \$      |
| Nonqualified savings plan investments | 7,865     | 7,865    |                        |         |
| Cash equivalents                      | 1,003     | 1,003    |                        |         |
|                                       | \$ 11,490 | \$ 8,868 | \$ 2,622               | \$      |
| <b>Liabilities:</b>                   |           |          |                        |         |
| Derivative financial instruments      | \$ 2,349  | \$       | \$ 2,349               | \$      |

- (1) Level 2 assets and liabilities include derivative financial instruments which are valued based on significant observable inputs. See note 12 Derivative Instruments for further discussion.

Assets and liabilities measured at fair value on a recurring basis as of August 31, 2012 are:

| <i>(In thousands)</i>                 | Total     | Level 1  | Level 2  | Level 3 |
|---------------------------------------|-----------|----------|----------|---------|
| <b>Assets:</b>                        |           |          |          |         |
| Derivative financial instruments      | \$ 2,844  | \$       | \$ 2,844 | \$      |
| Nonqualified savings plan investments | 6,667     | 6,667    |          |         |
| Cash equivalents                      | 1,002     | 1,002    |          |         |
|                                       | \$ 10,513 | \$ 7,669 | \$ 2,844 | \$      |
| <b>Liabilities:</b>                   |           |          |          |         |
| Derivative financial instruments      | \$ 3,145  | \$       | \$ 3,145 | \$      |

**Note 16 Variable Interest Entities**

In March 2012, the Company formed a special purpose entity that purchased a 1% interest in three trusts (the Trusts ) which are 99% owned by a third party. As of February 28, 2013, the Company has sold 1,163 railcars to the Trusts for an aggregate value of \$99.6 million. 743 railcars were sold in May 2012 with an aggregate value of \$61.1 million, 200 railcars were sold in November 2012 with an aggregate value of \$15.9 million and 220 railcars were sold in February 2013 with an aggregate value of \$22.6 million.

Gains and losses are allocated between the Company and the third party equal to their respective ownership interest in the Trusts, with the exception that the Company may be entitled to receive a small portion of excess rent if the actual performance of the Trusts exceeds a target rate of return.

The Company contributed \$6.9 million of cash collateral into restricted cash accounts to support the railcar portfolio meeting a target minimum rate of return. If the actual return is less than the target return, the third party may withdraw amounts in the restricted cash accounts at certain intervals based on predetermined criteria. This obligation expires in March 2033. This \$6.9 million, which is held in restricted cash, was recorded as a reduction in revenue on the sale of 1,020 new railcars and a reduction in gain on sale on the sale of the 143 used railcars with a credit to deferred revenue.

In connection with this transaction, the Company entered into an agreement to provide administrative and remarketing services to the Trusts. The agreement is currently set to expire in March 2033. The Company also entered into an agreement to provide maintenance services to the Trusts during the initial lease term of the railcars. The Company will receive management and maintenance fees under each of the aforementioned agreements.

The Company has evaluated this relationship under ASC 810-10 and has concluded that the Trusts qualify as variable interest entities and that the Company is not the primary beneficiary. The Company will not consolidate the Trusts and will account for the investments under the equity method of accounting.

As of February 28, 2013, the carrying amount of the Company's investment in the Trust is \$1.0 million which is recorded in Intangibles and Other Assets, net on the Consolidated Balance Sheets.

**Note 17 Guarantor/Non Guarantor**

The convertible senior notes due 2026 (the Notes) issued on May 22, 2006 are fully and unconditionally and jointly and severally guaranteed by substantially all of Greenbrier's material 100% owned U.S. subsidiaries: Autostack Company LLC, Greenbrier-Concarril, LLC, Greenbrier Leasing Company LLC, Greenbrier Leasing Limited Partner, LLC, Greenbrier Management Services, LLC, Greenbrier Leasing, L.P., Greenbrier Railcar LLC, Gunderson LLC, Gunderson Marine LLC, Gunderson Rail Services LLC, Meridian Rail Holding Corp., Meridian Rail Acquisition Corp., Meridian Rail Mexico City Corp., Brandon Railroad LLC, Gunderson Specialty Products, LLC and Greenbrier Railcar Leasing, Inc. No other subsidiaries guarantee the Notes including Greenbrier Union Holdings I LLC, Greenbrier Leasing Limited, Greenbrier Europe B.V., Greenbrier Germany GmbH, WagonySwidnica S.A., Zaklad Naprawczy Taboru Kolejowego Olawa sp. z o.o., Zaklad Transportu Kolejowego SIARKOPOL Sp. z o.o., Gunderson-Concarril, S.A. de C.V., Greenbrier Rail Services Canada, Inc., Mexico Meridianrail Services, S.A. de C.V., Greenbrier Railcar Services - Tierra Blanca S.A. de C.V., YSD Doors, S.A. de C.V., Greenbrier-Gimsa, LLC and Gunderson-Gimsa S.A. de C.V.

The following represents the supplemental consolidating condensed financial information of Greenbrier and its guarantor and non guarantor subsidiaries, as of February 28, 2013 and August 31, 2012, for the three and six months ended February 28, 2013 and for the three and six months ended February 29, 2012. The information is presented on the basis of Greenbrier accounting for its ownership of its wholly owned subsidiaries using the equity method of accounting. The equity method investment for each subsidiary is recorded by the parent in intangibles and other assets. Intercompany transactions of goods and services between the guarantor and non guarantor subsidiaries are presented as if the sales or transfers were at fair value to third parties and eliminated in consolidation.

**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Balance Sheet

February 28, 2013

*(In thousands, unaudited)*

|                                    | Parent     | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|------------------------------------|------------|---------------------------------------|---|--------------|--------------|
| <b>Assets</b>                      |            |                                       |   |              |              |
| Cash and cash equivalents          | \$ 45,734  | \$ 120                                | \$ 9,783                                      | \$           | \$ 55,637    |
| Restricted cash                    |            | 2,000                                 | 6,899   |              | 8,899        |
| Accounts receivable, net           | (38,451)   | 157,705                               | 25,677  | 2            | 144,933      |
| Inventories                        |            | 182,310                               | 177,439                                       | (468)        | 359,281      |
| Leased railcars for syndication    |            | 36,593                                |   | (395)        | 36,198       |
| Equipment on operating leases, net |            | 344,149                               | 3,239   | (2,812)      | 344,576      |
| Property, plant and equipment, net | 2,844      | 103,849                               | 88,194  |              | 194,887      |
| Goodwill                           |            | 134,316                               |   |              | 134,316      |
| Intangibles and other assets, net  | 734,940    | 115,443                               | 4,115   | (768,304)    | 86,194       |
|                                    | \$ 745,067 | \$ 1,076,485                          | \$ 315,346                                    | \$ (771,977) | \$ 1,364,921 |
| <b>Liabilities and Equity</b>      |            |                                       |   |              |              |
| Revolving notes                    | \$         | \$                                    | \$ 50,058                                     | \$           | \$ 50,058    |
| Accounts payable and accrued       |            |                                       |   |              |              |
| liabilities                        | (26,771)   | 181,077                               | 123,914                                       | 1            | 278,221      |
| Deferred income taxes              | 13,475     | 95,587                                | (7,548)                                       | (1,549)      | 99,965       |
| Deferred revenue                   | 233        | 22,409                                | 514   | 22           | 23,178       |
| Notes payable                      | 296,994    | 128,904                               | 1,655   |              | 427,553      |
| Total equity - Greenbrier          | 461,136    | 648,508                               | 122,439                                       | (770,947)    | 461,136      |
| Noncontrolling interest            |            |                                       | 24,314  | 496          | 24,810       |
| <b>Total equity</b>                | 461,136    | 648,508                               | 146,753                                       | (770,451)    | 485,946      |
|                                    | \$ 745,067 | \$ 1,076,485                          | \$ 315,346                                    | \$ (771,977) | \$ 1,364,921 |

**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Statement of Operations

For the three months ended February 28, 2013

*(In thousands, unaudited)*

|  | Parent    | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|-----------|---------------------------------------|---|--------------|--------------|
| <b>Revenue</b>   |           |                                       |   |              |              |
| Manufacturing  | \$        | \$ 196,291                            | \$ 209,691                                    | \$ (111,935) | \$ 294,047   |
| Wheels Services, Refurbishment & Parts   |           | 114,506                               |   | (2,554)      | 111,952      |
| Leasing & Services   | 386       | 16,789                                | 1   | (9)          | 17,167       |
|  | 386       | 327,586                               | 209,692                                       | (114,498)    | 423,166      |
| <b>Cost of revenue</b>   |           |                                       |   |              |              |
| Manufacturing  |           | 177,488                               | 197,364                                       | (112,202)    | 262,650      |
| Wheel Services, Refurbishment & Parts  |           | 105,848                               |   | (2,714)      | 103,134      |
| Leasing & Services   |           | 9,137                                 |   | (30)         | 9,107        |
|  |           | 292,473                               | 197,364                                       | (114,946)    | 374,891      |
| <b>Margin</b>  | 386       | 35,113                                | 12,328  | 448          | 48,275       |
| Selling and administrative expense   | 10,325    | 7,407                                 | 7,210   |              | 24,942       |
| Net gain on disposition of equipment   |           | (2,523)                               | (553)   |              | (3,076)      |
| <b>Earnings (loss) from operations</b>   | (9,939)   | 30,229                                | 5,671   | 448          | 26,409       |
| <b>Other costs</b>   |           |                                       |   |              |              |
| Interest and foreign exchange  | 4,467     | 967                                   | 973   | (85)         | 6,322        |
| Earnings (loss) before income taxes and earnings (loss) from unconsolidated affiliates | (14,406)  | 29,262                                | 4,698   | 533          | 20,087       |
| Income tax (expense) benefit   | 6,916     | (11,289)                              | (973)   | (244)        | (5,590)      |
| Earnings (loss) before earnings (loss) from unconsolidated affiliates                  | (7,490)   | 17,973                                | 3,725   | 289          | 14,497       |
| Earnings (loss) from unconsolidated affiliates   | 21,329    | 402                                   | 7   | (21,843)     | (105)        |
| Net earnings (loss)  | 13,839    | 18,375                                | 3,732   | (21,554)     | 14,392       |
| Net (earnings) loss attributable to noncontrolling interest                            |           |                                       | (652)   | 99           | (553)        |
| <b>Net earnings (loss) attributable to Greenbrier</b>                                  | \$ 13,839 | \$ 18,375                             | \$ 3,080                                      | \$ (21,455)  | \$ 13,839    |

**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Statement of Operations

For the six months ended February 28, 2013

*(In thousands)*

|  | Parent    | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|-----------|---------------------------------------|---|--------------|--------------|
| <b>Revenue</b>   |           |                                       |   |              |              |
| Manufacturing  | \$        | \$ 329,802                            | \$ 439,199                                    | \$ (189,585) | \$ 579,416   |
| Wheels Services, Refurbishment & Parts   |           | 230,730                               |   | (6,679)      | 224,051      |
| Leasing & Services   | 477       | 34,612                                | 1   | (17)         | 35,073       |
|  | 477       | 595,144                               | 439,200                                       | (196,281)    | 838,540      |
| <b>Cost of revenue</b>   |           |                                       |   |              |              |
| Manufacturing  |           | 301,873                               | 412,534                                       | (193,265)    | 521,142      |
| Wheel Services, Refurbishment & Parts  |           | 211,507                               |   | (6,897)      | 204,610      |
| Leasing & Services   |           | 16,787                                |   | (52)         | 16,735       |
|  |           | 530,167                               | 412,534                                       | (200,214)    | 742,487      |
| <b>Margin</b>  | 477       | 64,977                                | 26,666  | 3,933        | 96,053       |
| Selling and administrative expense   | 20,111    | 15,538                                | 15,393  |              | 51,042       |
| Net gain on disposition of equipment   |           | (3,567)                               | (553)   | (364)        | (4,484)      |
| <b>Earnings (loss) from operations</b>   | (19,634)  | 53,006                                | 11,826  | 4,297        | 49,495       |
| <b>Other costs</b>   |           |                                       |   |              |              |
| Interest and foreign exchange  | 8,083     | 1,869                                 | 2,471   | (201)        | 12,222       |
| Earnings (loss) before income taxes and earnings (loss) from unconsolidated affiliates | (27,717)  | 51,137                                | 9,355   | 4,498        | 37,273       |
| Income tax (expense) benefit   | 12,685    | (19,370)                              | (2,396)                                       | (1,095)      | (10,176)     |
| Earnings (loss) before earnings (loss) from unconsolidated affiliates                  | (15,032)  | 31,767                                | 6,959   | 3,403        | 27,097       |
| Earnings (loss) from unconsolidated affiliates   | 39,298    | 438                                   | 16  | (39,897)     | (145)        |
| Net earnings (loss)  | 24,266    | 32,205                                | 6,975   | (36,494)     | 26,952       |
| Net (earnings) loss attributable to noncontrolling interest                            |           |                                       | (1,187)                                       | (1,499)      | (2,686)      |
| <b>Net earnings (loss) attributable to Greenbrier</b>                                  | \$ 24,266 | \$ 32,205                             | \$ 5,788                                      | \$ (37,993)  | \$ 24,266    |



**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Statement of Cash Flows

For the six months ended February 28, 2013

*(In thousands, unaudited)*

|   | Parent    | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|-----------|---------------------------------------|---|--------------|--------------|
| <b>Cash flows from operating activities:</b>  |           |                                       |   |              |              |
| Net earnings (loss)   | \$ 24,266 | \$ 32,205                             | \$ 6,975                                      | \$ (36,494)  | \$ 26,952    |
| Adjustments to reconcile net earnings (loss) to net cash provided<br>by (used in) operating activities: |           |                                       |   |              |              |
| Deferred income taxes   | 4,377     | (1,006)                               | (263)   | 1,095        | 4,203        |
| Depreciation and amortization   | 1,142     | 15,645                                | 4,663   | (52)         | 21,398       |
| Net gain on disposition of equipment  |           | (3,568)                               | (552)   | (364)        | (4,484)      |
| Accretion of debt discount  | 1,725     |                                       |   |              | 1,725        |
| Stock based compensation  | 2,887     |                                       |   |              | 2,887        |
| Other   |           | 98                                    | 25  | (1,735)      | (1,612)      |
| Decrease (increase) in assets:  |           |                                       |   |              |              |
| Accounts receivable   | (109)     | (19,367)                              | 22,949  | (394)        | 3,079        |
| Inventories   |           | (30,530)                              | 3,159   | 163          | (27,208)     |
| Leased railcars for syndication   |           | 59,357                                |   | (2,397)      | 56,960       |
| Other   | (765)     | 976                                   | 25,039  | (25,005)     | 245          |
| Increase (decrease) in liabilities:   |           |                                       |   |              |              |
| Accounts payable and accrued liabilities  | 5,457     | (28,111)                              | (33,840)                                      | 1            | (56,493)     |
| Deferred revenue  | (78)      | 6,439                                 | (435)   | 10           | 5,936        |
| Net cash provided by (used in) operating activities   | 38,902    | 32,138                                | 27,720  | (65,172)     | 33,588       |
| <b>Cash flows from investing activities:</b>  |           |                                       |   |              |              |
| Proceeds from sales of assets   |           | 22,301                                |   |              | 22,301       |
| Investment in and net advances to unconsolidated affiliates   | (44,302)  | (20,599)                              | (386)   | 64,901       | (386)        |
| Intercompany advances   | (3)       |                                       |   | 3            |              |
| Decrease (increase) in restricted cash  |           | 47                                    | (2,669)                                       |              | (2,622)      |
| Capital expenditures  | (265)     | (17,315)                              | (18,216)                                      | 271          | (35,525)     |
| Other   |           |                                       | (3,582)                                       |              | (3,582)      |
| Net cash provided by (used in) investing activities   | (44,570)  | (15,566)                              | (24,853)                                      | 65,175       | (19,814)     |
| <b>Cash flows from financing activities:</b>  |           |                                       |   |              |              |
| Net changes in revolving notes with maturities of 90 days or less                                       |           |                                       | (16,579)                                      |              | (16,579)     |
| Proceeds from revolving notes with maturities longer than 90<br>days                                    |           |                                       | 19,968  |              | 19,968       |
| Repayment of revolving notes with maturities longer than 90 days  |           |                                       | (14,998)                                      |              | (14,998)     |
| Intercompany advances   | 16,898    | (15,421)                              | (1,474)                                       | (3)          |              |
| Repayments of notes payable   |           | (2,049)                               | (202)   |              | (2,251)      |
| Investment by joint venture partner   |           |                                       | 1,949   |              | 1,949        |

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|   |           |          |          |     |           |
|---|-----------|----------|----------|-----|-----------|
| Excess tax benefit from restricted stock            | 181       |          |          |     | 181       |
| Net cash provided by (used in) financing activities | 17,079    | (17,470) | (11,336) | (3) | (11,730)  |
| Effect of exchange rate changes                     |           | 724      | (702)    |     | 22        |
| Increase (decrease) in cash and cash equivalents    | 11,411    | (174)    | (9,171)  |     | 2,066     |
| <b>Cash and cash equivalents</b>                    |           |          |          |     |           |
| Beginning of period                                 | 34,323    | 294      | 18,954   |     | 53,571    |
| End of period                                       | \$ 45,734 | \$ 120   | \$ 9,783 | \$  | \$ 55,637 |

**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Balance Sheet

August 31, 2012

*(In thousands)*

|  | Parent     | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|------------|---------------------------------------|---|--------------|--------------|
| <b>Assets</b>                            |            |                                       |   |              |              |
| Cash and cash equivalents                | \$ 34,323  | \$ 294                                | \$ 18,954                                     | \$           | \$ 53,571    |
| Restricted cash                          |            | 2,047                                 | 4,230   |              | 6,277        |
| Accounts receivable, net                 | (21,666)   | 122,917                               | 45,467  | (392)        | 146,326      |
| Inventories                              |            | 138,236                               | 178,810                                       | (305)        | 316,741      |
| Leased railcars for syndication          |            | 100,590                               |   | (2,792)      | 97,798       |
| Equipment on operating leases, net       |            | 365,925                               |   | (2,957)      | 362,968      |
| Property, plant and equipment, net       | 3,721      | 106,219                               | 72,489  |              | 182,429      |
| Goodwill                                 |            | 137,066                               |   |              | 137,066      |
| Intangibles and other assets, net        | 688,261    | 91,278                                | 3,620   | (701,791)    | 81,368       |
|  | \$ 704,639 | \$ 1,064,572                          | \$ 323,570                                    | \$ (708,237) | \$ 1,384,544 |
| <b>Liabilities and Equity</b>            |            |                                       |   |              |              |
| Revolving notes                          | \$         | \$                                    | \$ 60,755                                     | \$           | \$ 60,755    |
| Accounts payable and accrued liabilities | (31,814)   | 205,477                               | 155,844                                       | 1            | 329,508      |
| Deferred income taxes                    | 9,097      | 96,593                                | (7,684)                                       | (2,643)      | 95,363       |
| Deferred revenue                         | 310        | 15,970                                | 901   | 13           | 17,194       |
| Notes payable                            | 295,269    | 130,953                               | 1,857   |              | 428,079      |
| Total equity - Greenbrier                | 431,777    | 615,579                               | 90,761  | (706,340)    | 431,777      |
| Noncontrolling interest                  |            |                                       | 21,136  | 732          | 21,868       |
| <b>Total equity</b>                      | 431,777    | 615,579                               | 111,897                                       | (705,608)    | 453,645      |
|  | \$ 704,639 | \$ 1,064,572                          | \$ 323,570                                    | \$ (708,237) | \$ 1,384,544 |

**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Statement of Operations

For the three months ended February 29, 2012

*(In thousands, unaudited)*

|  | Parent    | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|-----------|---------------------------------------|---|--------------|--------------|
| <b>Revenue</b>   |           |                                       |   |              |              |
| Manufacturing  | \$        | \$ 210,033                            | \$ 256,904                                    | \$ (146,731) | \$ 320,206   |
| Wheels Services, Refurbishment & Parts   |           | 122,280                               |   | (2,386)      | 119,894      |
| Leasing & Services   | 478       | 17,753                                |   | (145)        | 18,086       |
|  | 478       | 350,066                               | 256,904                                       | (149,262)    | 458,186      |
| <b>Cost of revenue</b>   |           |                                       |   |              |              |
| Manufacturing  |           | 188,160                               | 245,807                                       | (143,116)    | 290,851      |
| Wheel Services, Refurbishment & Parts  |           | 108,816                               |   | (2,262)      | 106,554      |
| Leasing & Services   |           | 9,312                                 |   | (17)         | 9,295        |
|  |           | 306,288                               | 245,807                                       | (145,395)    | 406,700      |
| <b>Margin</b>  | 478       | 43,778                                | 11,097  | (3,867)      | 51,486       |
| Selling and administrative expense   | 11,426    | 6,535                                 | 7,018   |              | 24,979       |
| Net gain on disposition of equipment   |           | (2,654)                               |   |              | (2,654)      |
| <b>Earnings (loss) from operations</b>   | (10,948)  | 39,897                                | 4,079   | (3,867)      | 29,161       |
| <b>Other costs</b>   |           |                                       |   |              |              |
| Interest and foreign exchange  | 4,658     | 1,052                                 | 1,209   | (289)        | 6,630        |
| Earnings (loss) before income taxes and earnings (loss) from unconsolidated affiliates | (15,606)  | 38,845                                | 2,870   | (3,578)      | 22,531       |
| Income tax (expense) benefit   | 5,618     | (14,706)                              | 3,136   | 604          | (5,348)      |
| Earnings (loss) before earnings (loss) from unconsolidated affiliates                  | (9,988)   | 24,139                                | 6,006   | (2,974)      | 17,183       |
| Earnings (loss) from unconsolidated affiliates   | 27,519    | (425)                                 |   | (27,022)     | 72           |
| Net earnings (loss)  | 17,531    | 23,714                                | 6,006   | (29,996)     | 17,255       |
| Net (earnings) loss attributable to noncontrolling interest                            | 139       |                                       | (1,459)                                       | 1,735        | 415          |
| <b>Net earnings (loss) attributable to Greenbrier</b>                                  | \$ 17,670 | \$ 23,714                             | \$ 4,547                                      | \$ (28,261)  | \$ 17,670    |

**THE GREENBRIER COMPANIES, INC.**

The Greenbrier Companies, Inc.

Condensed Consolidating Statement of Operations

For the six months ended February 29, 2012

*(In thousands)*

|  | Parent    | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|-----------|---------------------------------------|---|--------------|--------------|
| <b>Revenue</b>   |           |                                       |   |              |              |
| Manufacturing  | \$        | \$ 405,342                            | \$ 469,347                                    | \$ (291,826) | \$ 582,863   |
| Wheels Services, Refurbishment & Parts   |           | 244,038                               |   | (6,395)      | 237,643      |
| Leasing & Services   | 747       | 35,497                                |   | (365)        | 35,879       |
|  | 747       | 684,877                               | 469,347                                       | (298,586)    | 856,385      |
| <b>Cost of revenue</b>   |           |                                       |   |              |              |
| Manufacturing  |           | 361,811                               | 450,554                                       | (285,325)    | 527,040      |
| Wheel Services, Refurbishment & Parts  |           | 218,866                               |   | (6,421)      | 212,445      |
| Leasing & Services   |           | 18,993                                |   | (35)         | 18,958       |
|  |           | 599,670                               | 450,554                                       | (291,781)    | 758,443      |
| <b>Margin</b>  | 747       | 85,207                                | 18,793  | (6,805)      | 97,942       |
| Selling and administrative expense   | 21,325    | 13,494                                | 13,395  |              | 48,214       |
| Net gain on disposition of equipment   |           | (6,311)                               |   | (1)          | (6,312)      |
| <b>Earnings (loss) from operations</b>   | (20,578)  | 78,024                                | 5,398   | (6,804)      | 56,040       |
| <b>Other costs</b>   |           |                                       |   |              |              |
| Interest and foreign exchange  | 9,570     | 1,781                                 | 1,219   | (556)        | 12,014       |
| Earnings (loss) before income taxes and earnings (loss) from unconsolidated affiliates | (30,148)  | 76,243                                | 4,179   | (6,248)      | 44,026       |
| Income tax (expense) benefit   | 12,243    | (29,723)                              | 3,230   | 1,106        | (13,144)     |
| Earnings (loss) before earnings (loss) from unconsolidated affiliates                  | (17,905)  | 46,520                                | 7,409   | (5,142)      | 30,882       |
| Earnings (loss) from unconsolidated affiliates   | 49,952    | (1,410)                               |   | (48,842)     | (300)        |
| Net earnings (loss)  | 32,047    | 45,110                                | 7,409   | (53,984)     | 30,582       |
| Net (earnings) loss attributable to noncontrolling interest                            | 139       |                                       | (1,690)                                       | 3,155        | 1,604        |
| <b>Net earnings (loss) attributable to Greenbrier</b>                                  | \$ 32,186 | \$ 45,110                             | \$ 5,719                                      | \$ (50,829)  | \$ 32,186    |

*THE GREENBRIER COMPANIES, INC.*

The Greenbrier Companies, Inc.

Condensed Consolidating Statement of Cash Flows

For the six months ended February 29, 2012

|   | Parent    | Combined<br>Guarantor<br>Subsidiaries | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|-----------|---------------------------------------|---|--------------|--------------|
| <b>Cash flows from operating activities:</b>  |           |                                       |   |              |              |
| Net earnings (loss)   | \$ 32,047 | \$ 45,110                             | \$ 7,409                                      | \$ (53,984)  | \$ 30,582    |
| Adjustments to reconcile net earnings (loss) to net cash provided<br>by (used in) operating activities: |           |                                       |   |              |              |
| Deferred income taxes   | 14,900    | (3,844)                               | (4,122)                                       | (1,106)      | 5,828        |
| Depreciation and amortization   | 1,370     | 14,989                                | 3,997   | (34)         | 20,322       |
| Net gain on disposition of equipment  |           | (6,311)                               |   | (1)          | (6,312)      |
| Accretion of debt discount  | 1,599     |                                       |   |              | 1,599        |
| Stock based compensation expense  | 3,490     |                                       |   |              | 3,490        |
| Other   |           | 600                                   | 5   | 3,154        | 3,759        |
| Decrease (increase) in assets   |           |                                       |   |              |              |
| Accounts receivable   | 13,721    | (17,527)                              | 12,682  | 22           | 8,898        |
| Inventories   |           | 3,366                                 | (47,091)                                      | (26)         | (43,751)     |
| Leased railcars for syndication   |           | (56,080)                              |   | 3,155        | (52,925)     |
| Other   | 1,234     | (363)                                 | (1,474)                                       |              | (603)        |
| Increase (decrease) in liabilities  |           |                                       |   |              |              |
| Accounts payable and accrued liabilities  | (34,338)  | 57,105                                | 3,109   | (22)         | 25,854       |
| Deferred revenue  | (77)      | (4,835)                               | 255   |              | (4,657)      |
| Net cash provided by (used in) operating activities   | 33,946    | 32,210                                | (25,230)                                      | (48,842)     | (7,916)      |
| <b>Cash flows from investing activities:</b>  |           |                                       |   |              |              |
| Proceeds from sales of assets   |           | 20,058                                |   |              | 20,058       |
| Investment in and net advances to unconsolidated affiliates   | (49,952)  | 1,180                                 |   | 48,842       | 70           |
| Intercompany advances   | 68        |                                       |   | (68)         |              |
| Change in restricted cash   |           | (136)                                 |   |              | (136)        |
| Capital expenditures  | (510)     | (25,902)                              | (9,301)                                       |              | (35,713)     |
| Other   |           | 22                                    |   |              | 22           |
| Net cash provided by (used in) investing activities   | (50,394)  | (4,778)                               | (9,301)                                       | 48,774       | (15,699)     |
| <b>Cash flows from financing activities:</b>  |           |                                       |   |              |              |
| Net change in revolving notes with maturities of 90 days or less  | (15,000)  |                                       | (3,716)                                       |              | (18,716)     |
| Proceeds from revolving notes with maturities longer than 90 days                                       |           |                                       | 46,646  |              | 46,646       |
| Repayments of revolving notes with maturities longer than 90 days                                       |           |                                       | (15,818)                                      |              | (15,818)     |
| Intercompany advances   | 24,745    | (26,269)                              | 1,456   | 68           |              |
| Proceeds from notes payable   |           |                                       | 2,500   |              | 2,500        |
| Repayments of notes payable   |           | (2,082)                               | (2,702)                                       |              | (4,784)      |

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|   |           |          |           |    |           |
|---|-----------|----------|-----------|----|-----------|
| Net cash provided by (used in) financing activities | 9,745     | (28,351) | 28,366    | 68 | 9,828     |
| Effect of exchange rate changes                     |           | 512      | 3,719     |    | 4,231     |
| <b>Decrease in cash and cash equivalents</b>        | (6,703)   | (407)    | (2,446)   |    | (9,556)   |
| Cash and cash equivalents                           |           |          |           |    |           |
| Beginning of period                                 | 33,368    | 529      | 16,325    |    | 50,222    |
| End of period                                       | \$ 26,665 | \$ 122   | \$ 13,879 | \$ | \$ 40,666 |

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

**Executive Summary**

We operate in three primary business segments: Manufacturing; Wheel Services, Refurbishment & Parts; and Leasing & Services. These three business segments are operationally integrated. The Manufacturing segment, operating from facilities in the United States, Mexico and Poland, produces double-stack intermodal railcars, conventional railcars, tank cars and marine vessels. The Wheel Services, Refurbishment & Parts segment performs wheel and axle servicing; railcar repair, refurbishment and maintenance activities; as well as production and reconditioning of a variety of parts for the railroad industry in North America. The Leasing & Services segment owns approximately 9,200 railcars and provides management services for approximately 225,000 railcars for railroads, shippers, carriers, institutional investors and other leasing and transportation companies in North America. We also produce rail castings through an unconsolidated joint venture. Management evaluates segment performance based on margins.

Multi-year supply agreements are a part of rail industry practice. Customer orders may be subject to cancellations or modifications and contain terms and conditions customary in the industry. In most cases, little variation has been experienced between the quantity ordered and the quantity actually delivered.

Our total manufacturing backlog of railcar units as of February 28, 2013 was approximately 11,700 units with an estimated value of \$1.30 billion compared to 12,500 units with an estimated value of \$1.1 billion as of February 29, 2012. Currently, the entire backlog is for third party sales, therefore no orders in our backlog are for our own lease fleet. A portion of the orders included in backlog reflects an assumed product mix. Under terms of the orders, the exact mix will be determined in the future which may impact the dollar amount of backlog. Our backlog of railcar units and marine vessels is not necessarily indicative of future results of operations. Subsequent to quarter end we received new railcar orders for 3,700 units valued at approximately \$435 million. The new orders referenced are subject to customary documentation and completion of terms.

Marine backlog as of February 28, 2013 was approximately \$9 million compared to \$2 million as of February 29, 2012. In addition, we are party to a letter of intent for 15 barges valued at \$60 million subject to significant permitting and other conditions.



**Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires judgment on the part of management to arrive at estimates and assumptions on matters that are inherently uncertain. These estimates may affect the amount of assets, liabilities, revenue and expenses reported in the financial statements and accompanying notes and disclosure of contingent assets and liabilities within the financial statements. Estimates and assumptions are periodically evaluated and may be adjusted in future periods. Actual results could differ from those estimates.

*Income taxes* - For financial reporting purposes, income tax expense is estimated based on planned tax return filings. The amounts anticipated to be reported in those filings may change between the time the financial statements are prepared and the time the tax returns are filed. Further, because tax filings are subject to review by taxing authorities, there is also the risk that a position taken in preparation of a tax return may be challenged by a taxing authority. If the taxing authority is successful in asserting a position different than that taken by us, differences in tax expense or between current and deferred tax items may arise in future periods. Such differences, which could have a material impact on our financial statements, would be reflected in the financial statements when management considers them probable of occurring and the amount reasonably estimable. Valuation allowances reduce deferred tax assets to an amount that will more likely than not be realized. Our estimates of the realization of deferred tax assets is based on the information available at the time the financial statements are prepared and may include estimates of future income and other assumptions that are inherently uncertain.

*Maintenance obligations* - We are responsible for maintenance on a portion of the managed and owned lease fleet under the terms of maintenance obligations defined in the underlying lease or management agreement. The estimated maintenance liability is based on maintenance histories for each type and age of railcar. These estimates involve judgment as to the future costs of repairs and the types and timing of repairs required over the lease term. As we cannot predict with certainty the prices, timing and volume of maintenance needed in the future on railcars under long-term leases, this estimate is uncertain and could be materially different from maintenance requirements. The liability is periodically reviewed and updated based on maintenance trends and known future repair or refurbishment requirements. These adjustments could be material due to the inherent uncertainty in predicting future maintenance requirements.

*Warranty accruals* - Warranty costs to cover a defined warranty period are estimated and charged to operations. The estimated warranty cost is based on historical warranty claims for each particular product type. For new product types without a warranty history, preliminary estimates are based on historical information for similar product types. These estimates are inherently uncertain as they are based on historical data for existing products and judgment for new products. If warranty claims are made in the current period for issues that have not historically been the subject of warranty claims and were not taken into consideration in establishing the accrual or if claims for issues already considered in establishing the accrual exceed expectations, warranty expense may exceed the accrual for that particular product. Conversely, there is the possibility that claims may be lower than estimates. The warranty accrual is periodically reviewed and updated based on warranty trends. However, as we cannot predict future claims, the potential exists for the difference in any one reporting period to be material.

*Environmental costs* - At times we may be involved in various proceedings related to environmental matters. We estimate future costs for known environmental remediation requirements and accrue for them when it is probable that we have incurred a liability and the related costs can be reasonably estimated based on currently available information. If further developments or resolution of an environmental matter result in facts and circumstances that are significantly different than the assumptions used to develop these reserves, the accrual for environmental remediation could be materially understated or overstated. Adjustments to these liabilities are made when additional information becomes available that affects the estimated costs to study or remediate any environmental issues or when expenditures for which reserves are established are made. Due to the uncertain nature of estimating potential environmental matters, there can be no assurance that we will not become involved in future litigation or other proceedings or, if we were found to be responsible or liable in any litigation or proceeding, that such costs would not be material to us.

*Revenue recognition* - Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable and collectability is reasonably assured.

Railcars are generally manufactured, repaired or refurbished and wheel services and parts produced under firm orders from third parties. Revenue is recognized when these products or services are completed, accepted by an unaffiliated customer and contractual contingencies removed. Certain leases are operated under car hire arrangements whereby revenue is earned based on utilization, car hire rates and terms specified in the lease agreement. Car hire revenue is reported from a third party source two months in arrears; however, such revenue is accrued in the month earned based on estimates of use from historical activity and is adjusted to actual as reported. These estimates are inherently uncertain as they involve judgment as to the estimated use of each railcar. Adjustments to actual have historically not been significant. Revenues from construction of marine barges are either recognized on the percentage of completion method during the construction period or on the completed contract method based on the terms of the contract. Under the percentage of completion method, judgment is used to determine a definitive threshold against which progress towards completion can be measured to determine timing of revenue recognition.

We will periodically sell railcars with leases attached to financial investors. In addition we will often perform management or maintenance services at market rates for these railcars. Pursuant to the guidance in ASC 840-20-40, we evaluate the terms of any remarketing agreements and any contractual provisions that represent retained risk and the level of retained risk based on those provisions. We determine whether the level of retained risk exceeds 10% of the individual fair value of the railcars delivered. For any contracts with multiple elements (i.e. railcars, maintenance, management services, etc) we allocate revenue among the deliverables primarily based upon objective and reliable evidence of the fair value of each element in the arrangement. If objective and reliable evidence of fair value of any element is not available, we will use the element's estimated selling price for purposes of allocating the total arrangement consideration among the elements.

*Impairment of long-lived assets* - When changes in circumstances indicate the carrying amount of certain long-lived assets may not be recoverable, the assets are evaluated for impairment. If the forecast undiscounted future cash flows are less than the carrying amount of the assets, an impairment charge to reduce the carrying value of the assets to fair value is recognized in the current period. These estimates are based on the best information available at the time of the impairment and could be materially different if circumstances change. If the forecast undiscounted future cash flows exceeded the carrying amount of the assets it would indicate that the assets were not impaired.

*Goodwill and acquired intangible assets* - The Company periodically acquires businesses in purchase transactions in which the allocation of the purchase price may result in the recognition of goodwill and other intangible assets. The determination of the value of such intangible assets requires management to make estimates and assumptions. These estimates affect the amount of future period amortization and possible impairment charges.

Goodwill and indefinite-lived intangible assets are tested for impairment annually during the third quarter. Goodwill is also tested more frequently if changes in circumstances or the occurrence of events indicates that a potential impairment exists. The provisions of Accounting Standards Codification (ASC) 350, *Intangibles - Goodwill and Other*, require that we perform a two-step impairment test on goodwill. In the first step, we compare the fair value of each reporting unit with its carrying value. We determine the fair value of our reporting units based on a weighting of income and market approaches. Under the income approach, we calculate the fair value of a reporting unit based on the present value of estimated future cash flows. Under the market approach, we estimate the fair value based on observed market multiples for comparable businesses. The second step of the goodwill impairment test is required only when the carrying value of the reporting unit exceeds its fair value as determined in the first step. In the second step we would compare the implied fair value of goodwill to its carrying value. The implied fair value of goodwill is determined by allocating the fair value of a reporting unit to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. The excess of the fair value of a reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. An impairment loss is recorded to the extent that the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill. The goodwill balance as of February 28, 2013 of \$134.3 million relates to the Wheel Services, Refurbishment & Parts segment.

**Results of Operations**

Greenbrier operates in three reportable segments: Manufacturing; Wheel Services, Refurbishment & Parts; and Leasing & Services. Segment performance is evaluated based on margin. The Company's integrated business model results in selling and administrative costs being intertwined among the segments. Currently, management does not allocate these costs for either external or internal reporting purposes.

**Three Months Ended February 28, 2013 Compared to Three Months Ended February 29, 2012****Overview**

Total revenue for the three months ended February 28, 2013 was \$423.2 million, a decrease of \$35.0 million from revenues of \$458.2 million in the prior comparable period. The decrease was primarily the result of lower revenues in the manufacturing segment of our business. Manufacturing segment revenues decreased \$26.2 million which was primarily attributed to a lower volume of new railcar deliveries as compared to the prior comparable period.

Net earnings attributable to Greenbrier for the three months ended February 28, 2013 were \$13.8 million or \$0.45 per diluted common share compared to \$17.7 million or \$0.57 per diluted common share for the three months ended February 29, 2012. The decrease in net income and earnings per share was primarily attributable to a decrease in margin in our Wheel Services, Refurbishment & Parts and Leasing & Services segments partially offset by an increase in margin in our Manufacturing segment.

| <i>(In thousands)</i>  | Three Months Ended   |                      |
|--|----------------------|----------------------|
|  | February 28,<br>2013 | February 29,<br>2012 |
| <b>Revenue:</b>  |                      |                      |
| Manufacturing  | \$ 294,047           | \$ 320,206           |
| Wheel Services, Refurbishment & Parts  | 111,952              | 119,894              |
| Leasing & Services   | 17,167               | 18,086               |
|  | 423,166              | 458,186              |
| <b>Margin:</b>   |                      |                      |
| Manufacturing  | 31,397               | 29,355               |
| Wheel Services, Refurbishment & Parts  | 8,818                | 13,340               |
| Leasing & Services   | 8,060                | 8,791                |
|  | 48,275               | 51,486               |
| <b>Less unallocated items:</b>   |                      |                      |
| Selling and administrative expense   | 24,942               | 24,979               |
| Net gain on disposition of equipment   | (3,076)              | (2,654)              |
| Interest and foreign exchange  | 6,322                | 6,630                |
| <b>Earnings before income taxes and earnings (loss) from unconsolidated affiliates</b> | <b>20,087</b>        | <b>22,531</b>        |
| Income tax expense   | (5,590)              | (5,348)              |
| <b>Earnings before earnings (loss) from unconsolidated affiliates</b>                  | <b>14,497</b>        | <b>17,183</b>        |
| Earnings (loss) from unconsolidated affiliates   | (105)                | 72                   |
| <b>Net earnings</b>  | <b>14,392</b>        | <b>17,255</b>        |
| Net (earnings) loss attributable to noncontrolling interest                            | (553)                | 415                  |
| <b>Net earnings attributable to Greenbrier</b>   | <b>\$ 13,839</b>     | <b>\$ 17,670</b>     |

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|                                   |         |         |
|-----------------------------------|---------|---------|
| Diluted earnings per common share | \$ 0.45 | \$ 0.57 |
|-----------------------------------|---------|---------|

**Manufacturing Segment**

Manufacturing revenue for the three months ended February 28, 2013 was \$294.0 million compared to \$320.2 million in the comparable period of the prior year, a decrease of \$26.2 million. Railcar unit deliveries, which are the primary source of manufacturing revenue, were approximately 2,700 units in the current period compared to approximately 3,700 units in the prior comparable period. The decrease in revenue was primarily attributed to a lower volume of deliveries as compared to the prior comparable period partially offset by a higher per unit average selling price as a result of a change in product mix and an increase in marine revenue as compared to the prior comparable period.

Manufacturing margin as a percentage of revenue for the three months ended February 28, 2013 was 10.7% compared to a margin of 9.2% for the three months ended February 29, 2012. The increase in margin as a percentage of revenue was primarily attributed to a favorable change in product mix and pricing environment and a marine barge, which was delivered in the current period, accounted for under the completed contract method.

**Wheel Services, Refurbishment & Parts Segment**

Wheel Services, Refurbishment & Parts revenue was \$112.0 million for the three months ended February 28, 2013 compared to \$119.9 million in the comparable period of the prior year. The decrease of \$7.9 million was primarily attributed to lower demand for wheel set replacements as compared to the prior year and a decrease in scrap metal pricing. These were partially offset by an increase in demand for refurbishment work.

Wheel Services, Refurbishment & Parts margin as a percentage of revenue was 7.9% for the three months ended February 28, 2013 compared to 11.1% for the three months ended February 29, 2012. The decrease in margin as a percentage of revenue was primarily the result of a reduction in efficiencies from operating at lower wheel volumes, a decrease in scrap metal pricing and increased operating costs associated with certain refurbishment locations. These were partially offset by an increase in margin as a percentage of revenue related to a favorable change in parts product mix.

**Leasing & Services Segment**

Leasing & Services revenue was \$17.2 million for the three months ended February 28, 2013 compared to \$18.1 million for the comparable period of the prior year. The decrease of \$0.9 million was primarily a result of lower rents earned on lower volumes of leased railcars for syndication and less favorable renewal rates on certain leased railcars.

Leasing & Services margin as a percentage of revenue was 47.0% for the three months ended February 28, 2013 and 48.6% for the three months ended February 29, 2012. The decrease in gross margin as a percentage of revenue was primarily attributed to lower rents earned on lower volumes of leased railcars for syndication, an increase in transportation costs and less favorable renewal rates on certain leased railcars.

The percentage of owned units on lease as of February 28, 2013 was 97.5% compared to 97.3% at February 29, 2012.

**Selling and Administrative Expense**

Selling and administrative expense was \$24.9 million or 5.9% of revenue for the three months ended February 28, 2013 compared to \$25.0 million or 5.5% of revenue for the prior comparable period, a decrease of \$0.1 million. The decrease for the three months ended February 28, 2013 compared to the prior comparable period was primarily attributed to a decrease in employee related costs.

**Net gain on Disposition of Equipment**

Net gain on disposition of equipment was \$3.1 million for the three months ended February 28, 2013, compared to \$2.7 million for the prior comparable period. Assets from Greenbrier's lease fleet are periodically sold in the normal course of business in order to take advantage of market conditions and manage risk and liquidity.

The current year's gain included \$3.8 million in gains realized on the disposition of leased assets, a \$0.6 million other gain and a \$1.3 million loss related to the anticipated sale of certain assets from our roller bearing operation in Elizabethtown, Kentucky. All of the prior year's gain of \$2.7 million was realized on the disposition of leased assets.

**Other Costs**

Interest and foreign exchange expense was comprised of the following:

| <i>(In thousands)</i>                  | Three Months Ended   |                      | Increase<br>(Decrease) |
|--|----------------------|----------------------|------------------------|
|  | February 28,<br>2013 | February 29,<br>2012 |                        |
| Interest and foreign exchange:         |                      |                      |                        |
| Interest and other expense             | \$ 5,165             | \$ 5,610             | \$ (445)               |
| Accretion of convertible debt discount | 876                  | 812                  | 64                     |
| Foreign exchange loss                  | 281                  | 208                  | 73                     |
|  | \$ 6,322             | \$ 6,630             | \$ (308)               |

The decrease in interest and foreign exchange expense as compared to the prior comparable period was primarily attributed to lower interest expense on lower levels of borrowing.

**Income Tax**

The tax rate for the three months ended February 28, 2013 was 27.8% as compared to 23.7% in the prior comparable period. The provision for income taxes is based on projected consolidated results of operations and geographical mix of earnings for the entire year which results in an estimated 32.0% annual effective tax rate before the impact of discrete items. Discrete items for the quarter primarily related to certain items associated with our Mexican operations. The tax rate fluctuates from period to period due to a change in the geographical mix of pre-tax earnings and losses, minimum tax requirements in certain local jurisdictions and the impact of discrete items.

**Noncontrolling Interest**

Net earnings attributable to noncontrolling interest was \$0.6 million for the three months ended February 28, 2013 compared to a net loss attributable to noncontrolling interest of \$0.4 million in the prior comparable period. These amounts primarily represent our joint venture partner's share in the results of operations of our Mexican railcar manufacturing joint venture, adjusted for intercompany sales. The change from the prior comparable period is primarily a result of higher sales to third parties and lower intercompany activity in the current period.

**Six Months Ended February 28, 2013 Compared to Six Months Ended February 29, 2012****Overview**

Total revenue for the six months ended February 28, 2013 was \$838.5 million, a decrease of \$17.9 million from revenues of \$856.4 million in the prior comparable period. The decrease was primarily the result of a decrease in revenue in our Wheel Services, Refurbishments & Parts segment of our business. Revenue in this segment decreased by \$13.6 million primarily attributed to lower demand for wheel set replacements as compared to the prior year partially offset by an increase in demand for refurbishment work.

Net earnings attributable to Greenbrier for the six months ended February 28, 2013 were \$24.3 million or \$0.80 per diluted common share compared to \$32.2 million or \$1.04 per diluted common share for the six months ended February 29, 2012. The decrease in net income and earnings per share was primarily attributable to a decrease in margin in our Wheel Services, Refurbishment & Parts segment, higher selling and administrative expense and increased earnings attributable to noncontrolling interest in the current period.

| <i>(In thousands)</i>   | Six Months Ended     |                      |
|---|----------------------|----------------------|
|   | February 28,<br>2013 | February 29,<br>2012 |
| <b>Revenue:</b>   |                      |                      |
| Manufacturing   | \$ 579,416           | \$ 582,863           |
| Wheel Services, Refurbishment & Parts                                       | 224,051              | 237,643              |
| Leasing & Services  | 35,073               | 35,879               |
|   | 838,540              | 856,385              |
| <b>Margin:</b>  |                      |                      |
| Manufacturing   | 58,274               | 55,823               |
| Wheel Services, Refurbishment & Parts                                       | 19,441               | 25,198               |
| Leasing & Services  | 18,338               | 16,921               |
|   | 96,053               | 97,942               |
| <b>Less unallocated items:</b>  |                      |                      |
| Selling and administrative expense  | 51,042               | 48,214               |
| Net gain on disposition of equipment  | (4,484)              | (6,312)              |
| Interest and foreign exchange   | 12,222               | 12,014               |
| <b>Earnings before income taxes and loss from unconsolidated affiliates</b> | <b>37,273</b>        | <b>44,026</b>        |
| Income tax expense  | (10,176)             | (13,144)             |
| <b>Earnings before loss from unconsolidated affiliates</b>                  | <b>27,097</b>        | <b>30,882</b>        |
| Loss from unconsolidated affiliates   | (145)                | (300)                |
| <b>Net earnings</b>   | <b>26,952</b>        | <b>30,582</b>        |
| Net (earnings) loss attributable to noncontrolling interest                 | (2,686)              | 1,604                |
| <b>Net earnings attributable to Greenbrier</b>                              | <b>\$ 24,266</b>     | <b>\$ 32,186</b>     |
| <br>  |                      |                      |
| Diluted earnings per common share   | \$ 0.80              | \$ 1.04              |

**Manufacturing Segment**

Manufacturing revenue for the six months ended February 28, 2013 was \$579.4 million compared to \$582.9 million in the comparable period of the prior year, a decrease of \$3.5 million. Railcar unit deliveries, which are the primary source of manufacturing revenue, were approximately 5,600 units in the current period compared to approximately 7,000 units in the prior comparable period. The decrease in revenue was primarily attributed to a lower volume of deliveries as compared to the prior comparable period partially offset by a higher per unit average selling price as a result of a change in product mix and an increase in marine revenue as compared to the prior comparable period.

Manufacturing margin as a percentage of revenue for the six months ended February 28, 2013 was 10.1% compared to a margin of 9.6% for the six months ended February 29, 2012. The increase in margin as a percentage of revenue was primarily attributed to a favorable change in product mix and pricing environment and a marine barge, which was delivered in the current year, accounted for under the completed contract method.

**Wheel Services, Refurbishment & Parts Segment**

Wheel Services, Refurbishment & Parts revenue was \$224.1 million for the six months ended February 28, 2013 compared to \$237.6 million in the comparable period of the prior year. The decrease of \$13.5 million was primarily attributed to lower demand for wheel set replacements as compared to the prior year and a decrease in scrap metal pricing. These were partially offset by an increase in demand for refurbishment work.

Wheel Services, Refurbishment & Parts margin as a percentage of revenue was 8.7% for the six months ended February 28, 2013 compared to 10.6% for the six months ended February 29, 2012. The decrease in margin as a percentage of revenue was primarily the result of inefficiencies from operating at lower wheel volumes and a decrease in scrap metal pricing. These were partially offset by an increase in margin as a percentage of revenue related to a favorable change in parts product mix.

**Leasing & Services Segment**

Leasing & Services revenue was \$35.1 million for the six months ended February 28, 2013 compared to \$35.9 million for the comparable period of the prior year. The decrease of \$0.8 million was primarily attributed to a decrease in mileage utilization leases and lower rents earned on lower volumes of leased railcars for syndication.

Leasing & Services margin as a percentage of revenue was 52.3% for the six months ended February 28, 2013 and 47.2% for the six months ended February 29, 2012. The increase in margin as a percentage of revenue was primarily the result of a reduction in the maintenance accrual on terminated maintenance management agreements partially offset by lower rents earned on lower volumes of leased railcars for syndication and an increase in transportation costs.

**Selling and Administrative Expense**

Selling and administrative expense was \$51.0 million or 6.1% of revenue for the six months ended February 28, 2013 compared to \$48.2 million or 5.6% of revenue for the prior comparable period, an increase of \$2.8 million. The increase for the six months ended February 28, 2013 compared to the prior comparable period primarily related to higher professional fees and travel and entertainment expenses due to increased business activity levels.

**Net gain on Disposition of Equipment**

Net gain on disposition of equipment was \$4.5 million for the six months ended February 28, 2013, compared to \$6.3 million for the prior comparable period. Assets from Greenbrier's lease fleet are periodically sold in the normal course of business in order to take advantage of market conditions and manage risk and liquidity.

The current year's gain primarily included \$5.2 million in gains realized on the disposition of leased assets, a \$0.6 million other gain and a \$1.3 million loss related to the anticipated sale of certain assets from our roller bearing operation in Elizabethtown, Kentucky. All of the prior year's gain \$6.3 million was realized on the disposition of leased assets.





**Other Costs**

Interest and foreign exchange expense was comprised of the following:

| <i>(In thousands)</i>                  | Six Months Ended     |                      | Increase<br>(Decrease) |
|--|----------------------|----------------------|------------------------|
|  | February 28,<br>2013 | February 29,<br>2012 |                        |
| <b>Interest and foreign exchange:</b>  |                      |                      |                        |
| Interest and other expense             | \$ 9,496             | \$ 11,149            | \$ (1,653)             |
| Accretion of convertible debt discount | 1,725                | 1,599                | 126                    |
| Foreign exchange (gain) loss           | 1,001                | (734)                | 1,735                  |
|  | <b>\$ 12,222</b>     | <b>\$ 12,014</b>     | <b>\$ 208</b>          |

The increase in interest and foreign exchange expense as compared to the prior comparable period was primarily attributed to a foreign exchange gain in the prior year and a foreign exchange loss in the current year. This was partially offset by lower interest expense on lower levels of borrowings and from the reversal of interest accruals associated with uncertain tax positions that expired during the year.

**Income Tax**

The tax rate for the six months ended February 28, 2013 was 27.3% as compared to 29.9% in the prior comparable period. The provision for income taxes is based on projected consolidated results of operations and geographical mix of earnings for the entire year which results in an estimated 32.0% annual effective tax rate before the impact of discrete items. Discrete items for the six months ended February 28, 2013 included the reversal of reserves for uncertain tax positions and certain items associated with our Mexican operations. The tax rate fluctuates from period to period due to a change in the geographical mix of pre-tax earnings and losses, minimum tax requirements in certain local jurisdictions and the impact of discrete items.

**Noncontrolling Interest**

Net earnings attributable to noncontrolling interest was \$2.7 million for the six months ended February 28, 2013 compared to a net loss attributable to noncontrolling interest of \$1.6 million in the prior comparable period. These amounts primarily represent our joint venture partner's share in the results of operations of our Mexican railcar manufacturing joint venture, adjusted for intercompany sales. The change from the prior comparable period is primarily a result of increased sales to third parties and lower intercompany activity in the current period.

**Liquidity and Capital Resources**

| <i>(In thousands)</i>                                       | Six Months Ended     |                      |
|---|----------------------|----------------------|
|   | February<br>28, 2013 | February<br>29, 2012 |
| Net cash provided by (used in) operating activities         | \$ 33,588            | \$ (7,916)           |
| Net cash used in investing activities                       | (19,814)             | (15,699)             |
| Net cash provided by (used in) financing activities         | (11,730)             | 9,828                |
| Effect of exchange rate changes                             | 22                   | 4,231                |
| <b>Net increase (decrease) in cash and cash equivalents</b> | <b>\$ 2,066</b>      | <b>\$ (9,556)</b>    |

We have been financed through cash generated from operations, borrowings and issuance of stock. At February 28, 2013, cash and cash equivalents were \$55.6 million, an increase of \$2.0 million from \$53.6 million at August 31, 2012.

Cash provided by operating activities was \$33.6 million for the six months ended February 28, 2013 compared to cash used in operating activities of \$7.9 million for the six months ended February 29, 2012. The change from the prior year was primarily due to a change in the timing of working capital needs.

Cash used in investing activities, primarily for capital expenditures, was \$19.8 million for the six months ended February 28, 2013 compared to \$15.7 million in the prior comparable period.

Capital expenditures totaled \$35.5 million for the six months ended February 28, 2013 and \$35.7 million for the six months ended February 29, 2012. Of these capital expenditures, approximately \$12.1 million and \$20.1 million were attributable to Leasing & Services operations. Leasing & Services capital expenditures for 2013, net of proceeds from sales of leased railcar equipment, are expected to be approximately \$42.0 million. We regularly sell assets from our lease fleet. Proceeds from sales of leased railcar equipment were \$19.2 million for the six months ended February 28, 2013 and \$20.1 million in the comparable prior period.

Approximately \$19.4 million and \$10.9 million of capital expenditures for the six months ended February 28, 2013 and the comparable prior period were attributable to Manufacturing operations. Capital expenditures for Manufacturing operations are expected to be approximately \$39.0 million in 2013, which includes \$5.0 million to be paid by our joint venture partner in Mexico. These capital expenditures primarily relate to enhancements to existing manufacturing facilities and the addition of new production lines.

Wheel Services, Refurbishment & Parts capital expenditures for the six months ended February 28, 2013 and the comparable prior period were \$4.0 million and \$4.7 million. Capital expenditures are expected to be approximately \$15.0 million in 2013 for improvement of existing facilities and some growth.

In the current quarter we reported manufacturing revenue and an operating cash inflow of approximately \$40.0 million attributable to a sale of railcars to a single customer. Approximately \$17.8 million of the railcars sold were originally produced for our lease fleet and recorded in Equipment on operating leases. This amount had been reported in the Consolidated Statement of Cash Flows as capital expenditures in the amount of \$13.5 million for the year ended August 31, 2012 and \$4.3 million for the quarter ended November 30, 2012. These railcars originally produced for the lease fleet were never placed on a long term lease, accordingly the railcars have been reflected as a non-cash transfer in the current period from equipment on operating lease to inventory within the accompanying cash flow statement.

Cash used in financing activities was \$11.7 million for the six months ended February 28, 2013 compared to cash provided by financing activities of \$9.8 million for the six months ended February 29, 2012. During the six months ended February 28, 2013, \$13.9 million was utilized in net debt activity. During the six months ended February 29, 2012, \$9.8 million was received in net debt activity.

In May 2013, the holders of our \$67.7 million Convertible senior notes due 2026, with an exercise price of \$48.05, can require us to repurchase all or a portion of the notes which we anticipate will occur.

Senior secured credit facilities, consisting of three components, aggregated to \$361.0 million as of February 28, 2013.

Available borrowings under our credit facilities are generally limited by defined levels of inventory, receivables, property, plant and equipment and leased equipment, as well as total debt to consolidated capitalization and interest coverage ratios. We had an aggregate of \$305.2 million available to draw down under the committed credit facilities as of February 28, 2013. This amount consisted of \$284.3 million available on the North American credit facility and \$20.9 million on the European credit facilities as of February 28, 2013.

As of February 28, 2013 a \$290.0 million revolving line of credit secured by substantially all of our assets in the U.S. not otherwise pledged as security for term loans, maturing June 2016, was available to provide working capital and interim financing of equipment, principally for the U.S. and Mexican operations. Advances under this facility bear interest at LIBOR plus 2.5% and Prime plus 1.5% depending on the type of borrowing. Available borrowings under the credit facility are generally based on defined levels of inventory, receivables, property, plant and equipment and leased equipment, as well as total debt to consolidated capitalization and fixed charges coverage ratios.

As of February 28, 2013, lines of credit totaling \$21.0 million secured by certain of our European assets, with various variable rates that range from Warsaw Interbank Offered Rate (WIBOR) plus 1.3% to WIBOR plus 1.5%, were available for working capital needs of the European manufacturing operation. European credit facilities are continually being renewed. Currently these European credit facilities have maturities that range from June 2013 through March 2015.

As of February 28, 2013 our Mexican joint venture had two lines of credit totaling \$50.0 million. The first line of credit provides up to \$20.0 million and is secured by certain of the joint venture's accounts receivable and inventory. Advances under this facility bear interest at LIBOR plus 2.5%. The Mexican joint venture will be able to draw amounts available under this facility through December 2013. The second line of credit provides up to \$30.0 million and is fully guaranteed by each of the joint venture partners, including our Company. Advances under this facility bear interest at LIBOR plus 2.0%. The Mexican joint venture will be able to draw against this facility through February 2015.

As of February 28, 2013, outstanding borrowings under the senior secured credit facilities consisted of \$5.6 million in letters of credit under the North American credit facility, \$0.1 million outstanding under the European credit facilities and \$50.0 million outstanding under the Mexican joint venture credit facilities.

The revolving and operating lines of credit, along with notes payable, contain covenants with respect to us and our various subsidiaries, the most restrictive of which, among other things, limit our ability to: incur additional indebtedness or guarantees; pay dividends or repurchase stock; enter into sale leaseback transactions; create liens; sell assets; engage in transactions with affiliates, including joint ventures and non U.S. subsidiaries, including but not limited to loans, advances, equity investments and guarantees; enter into mergers, consolidations or sales of substantially all our assets; and enter into new lines of business. The covenants also require certain maximum ratios of debt to total capitalization and minimum levels of fixed charges (interest plus rent) coverage.

We may from time to time seek to repurchase or otherwise retire or exchange securities, including outstanding borrowings and equity securities, and take other steps to reduce our debt or otherwise improve our balance sheet. These actions may include open market repurchases, unsolicited or solicited privately negotiated transactions or other retirements, repurchases or exchanges. Such repurchases or exchanges, if any, will depend on a number of factors, including, but not limited to, prevailing market conditions, trading levels of our debt, our liquidity requirements and contractual restrictions, if applicable.

We have operations in Mexico and Poland that conduct business in their local currencies as well as other regional currencies. To mitigate the exposure to transactions denominated in currencies other than the functional currency, we enter into foreign currency forward exchange contracts to protect the margin on a portion of forecast foreign currency sales primarily in Euro.

Foreign operations give rise to risks from changes in foreign currency exchange rates. We utilize foreign currency forward exchange contracts with established financial institutions to hedge a portion of that risk. No provision has been made for credit loss due to counterparty non-performance.

As of February 28, 2013, the Mexican joint venture had \$50.4 million of third party debt, of which we have guaranteed approximately \$40.2 million. In addition, we, along with our joint venture partner, have committed to contributing \$10.0 million to fund the capital expenditures to expand production capacity, of which we will contribute 50%. These amounts will be contributed at various intervals from May 31, 2012 to October 31, 2013. As of February 28, 2013, we and our joint venture partner have each contributed \$3.3 million.

In accordance with customary business practices in Europe, we have \$1.8 million in bank and third party warranty and performance guarantee facilities as of February 28, 2013. To date no amounts have been drawn under these guarantee facilities.

We expect existing funds and cash generated from operations, together with proceeds from financing activities including borrowings under existing credit facilities and long-term financings, to be sufficient to fund working capital needs, planned capital expenditures and expected debt repayments for the next twelve months.

#### **Off Balance Sheet Arrangements**

We do not currently have off balance sheet arrangements that have or are likely to have a material current or future effect on our Consolidated Financial Statements.

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

*Foreign Currency Exchange Risk*

We have operations in Mexico and Poland that conduct business in their local currencies as well as other regional currencies. To mitigate the exposure to transactions denominated in currencies other than the functional currency of each entity, we enter into foreign currency forward exchange contracts to protect the margin on a portion of forecast foreign currency sales. At February 28, 2013, \$79.7 million of forecast sales in Europe were hedged by foreign exchange contracts. Because of the variety of currencies in which purchases and sales are transacted and the interaction between currency rates, it is not possible to predict the impact a movement in a single foreign currency exchange rate would have on future operating results.

In addition to exposure to transaction gains or losses, we are also exposed to foreign currency exchange risk related to the net asset position of our foreign subsidiaries. At February 28, 2013, net assets of foreign subsidiaries aggregated \$46.3 million and a 10% strengthening of the United States dollar relative to the foreign currencies would result in a decrease in equity of \$4.6 million, or 1.0% of Total equity - Greenbrier. This calculation assumes that each exchange rate would change in the same direction relative to the United States dollar.

*Interest Rate Risk*

We have managed a portion of our variable rate debt with interest rate swap agreements, effectively converting \$42.2 million of variable rate debt to fixed rate debt. As a result, we are exposed to interest rate risk relating to our revolving debt and a portion of term debt, which are at variable rates. At February 28, 2013, 71% of our outstanding debt had fixed rates and 29% had variable rates. At February 28, 2013, a uniform 10% increase in variable interest rates would result in approximately \$0.2 million of additional annual interest expense.

**Item 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

Our management has evaluated, under the supervision and with the participation of our President and Chief Executive Officer and our Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (the Exchange Act). Based on that evaluation, our President and Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to our management, including our President and Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting during the quarter ended February 28, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Effective March 11, 2013, Adrian Downes joined the Company as our Senior Vice President and Chief Accounting Officer (principal accounting officer), replacing James Cruickshank, whose departure was previously disclosed.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

There is hereby incorporated by reference the information disclosed in Note 14 to Consolidated Financial Statements, Part I of this quarterly report.

**Item 1A. Risk Factors**

This Form 10-Q should be read in conjunction with the risk factors and information disclosed in our Annual Report on Form 10-K for the year ended August 31, 2012. There have been no material changes in the risk factors described in our Annual Report on Form 10-K for the year ended August 31, 2012.

**Item 6. Exhibits**

## (a) List of Exhibits:

- 10.1 Amendment No. 1 to The Greenbrier Companies, Inc. 2010 Amended and Restated Stock Incentive Plan.
- 10.2 Form of Agreement concerning Indemnification and Related Matters (Officers) between Registrant and its officers.
- 10.3 Amendment No. 1, dated October 7, 2010 [sic], to the Second Amended and Restated Credit Agreement among the Registrant, Bank of America, N.A., as Administrative Agent, Union Bank, National Association, as Syndication Agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Lead Arranger and Sole Book Manager, and the lenders identified therein, dated June 30, 2011.
- 10.4 Amendment No. 2, dated February 8, 2013, to the Second Amended and Restated Credit Agreement among the Registrant, Bank of America, N.A., as Administrative Agent, Union Bank, National Association, as Syndication Agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Lead Arranger and Sole Book Manager, and the lenders identified therein, dated June 30, 2011.
- 10.5 Form of Change of Control Agreement for Senior Managers.
- 31.1 Certification pursuant to Rule 13a-14 (a).
- 31.2 Certification pursuant to Rule 13a-14 (a).
- 32.1 Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial information from the Company's Quarterly Report on Form 10-Q for the period ended February 28, 2013, formatted in XBRL (eXtensible Business Reporting Language) and furnished electronically herewith: (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income (iv) the Consolidated Statements of Equity (v) the Consolidated Statements of Cash Flows; (vi) the Notes to Condensed Consolidated Financial Statements.



*THE GREENBRIER COMPANIES, INC.*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE GREENBRIER COMPANIES, INC.**

Date: April 4, 2013

By: /s/ Mark J. Rittenbaum  
Mark J. Rittenbaum  
Executive Vice President and

Chief Financial Officer

(Principal Financial Officer)

Date: April 4, 2013

By: /s/ Adrian J. Downes  
Adrian J. Downes  
Senior Vice President and

Chief Accounting Officer

(Principal Accounting Officer)