



## 2015 Annual Report

# Profile

Wabtec Corporation provides highly engineered, value-added products and services to our freight rail, passenger transit and industrial customers around the world to help them increase their safety, efficiency and productivity. Through its subsidiaries, the company manufactures a range of products for locomotives, freight cars and passenger transit vehicles; builds new commuter and switcher locomotives; and manufactures cooling systems and related equipment for the power generation and transmission industry. We strive to combine practical innovations for our customers with the best in modern manufacturing and business practices to generate above-average, long-term returns for our shareholders, and to provide our employees with a safe, challenging and dynamic work environment.

This annual report contains forward-looking statements and includes assumptions about future market conditions, operations and results. These statements are based on current expectations and are subject to risks and uncertainties. They are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Form 10-K and our other filings made with the Securities and Exchange Commission lists the factors that could cause actual results to differ materially from the forward-looking statements. In making these forward-looking statements, the company assumes no obligation to update them or advise of changes in the assumptions on which they were based.

## CORPORATE INFORMATION

### Transfer Agent and Registrar

Our transfer agent is responsible for shareholder records, issuance of stock certificates, and distribution of dividends and I.R.S. form 1099. Your requests, as shareholders, concerning these matters are most efficiently answered by communicating directly with:

Wells Fargo Shareowner Services  
P.O. Box 64854  
St Paul, MN 55164-0874

Street and overnight delivery address:  
Wells Fargo Shareowner Services  
MAC N9173-010  
1110 Centre Point Curve,  
Suite 101  
Mendota Heights,  
MN 55120

Toll-free number:  
(800) 468-9716

**Stock Exchange Listing**  
New York Stock Exchange  
Ticker Symbol: WAB

**Independent Public Accountants**  
Ernst & Young LLP  
Pittsburgh, PA 15222

**Form 10-K**  
This document includes the company's Form 10-K annual report.

**Annual Meeting**  
May 11, 2016  
11:30 a.m.  
The Duquesne Club  
325 Sixth Avenue  
Pittsburgh, PA 15222

# Message to Shareholders

Thanks to our employees around the world, 2015 was the best financial year in Wabtec's history, as we set records for sales and earnings, and finished the year with a backlog of more than \$2.1 billion. During the year we also had many strategic successes, as detailed below, and we set the stage for significant future growth by signing a definitive agreement to acquire Faiveley Transport, a leading global provider of value-added, integrated systems and services for the railway industry with annual sales of about \$1.2 billion.

In the past 10 years, our earnings per diluted share have increased at a compounded annual growth rate of 19 percent, and our revenues have more than tripled. We're proud of this track record, but we firmly believe that the best is yet to come, even as we navigate what we expect will be sluggish global economic conditions in 2016. Our long-term goal remains the same: to generate, on average, double-digit growth in earnings per diluted share through the business cycle.

We're confident in this long-term outlook because we have a diversified business model and we will continue to be driven by the principles embodied in The Wabtec Performance System (WPS), the hallmark of our corporate culture for more than 25 years. Through the rigorous application of WPS, we strive to continuously improve safety, quality, delivery and cost for our customers. As a result, we generate strong cash flow to invest in our growth strategies and to return cash to our shareholders.

In 2015, we returned more than \$400 million to our shareholders through dividends and share repurchases, and we made important progress on our four growth strategies:

## **Global and Market Expansion.**

International sales reached a record \$1.6 billion, with a compounded annual growth rate of 17 percent since 2006. During the year, we achieved sales growth in several strategic markets, including Europe and Asia. We won important contracts in South Africa to deliver components for passenger transit cars and in Saudi Arabia to deliver freight car components, including electronically controlled pneumatic brake equipment. A majority of the world's locomotives, freight cars and transit cars operate outside the U.S., so we continue to see significant international growth potential.

## **Aftermarket Expansion.**

Revenues from aftermarket products and services have grown at a compounded annual rate of 15 percent since 2006 and reached a record \$2 billion in 2015, about 62% of our total sales. During the year we provided locomotive overhaul services to customers in the U.S. and the U.K., as well as supplied customers with our traditional replacement components. We believe the aftermarket plays a key role in our diversified business model because it helps to offset the cyclicity of our original equipment markets.

## **New Products and Technologies.**

With more than 2,300 active patents worldwide, Wabtec continues to be an industry leader in the development of new products and technologies. From Positive Train Control to cooling systems to friction materials, Wabtec remains focused on helping our customers improve their safety, productivity and efficiency. In 2015 we won several contracts to help transit agencies develop train control systems, and we delivered the first commuter locomotive in North America certified to meet the latest Tier 4 emission standards.

## **Acquisitions.**

In the past 10 years, strategic acquisitions have represented about half of our growth, and we expect that to continue in the future. In 2015, we signed a definitive agreement to acquire Faiveley Transport. When completed, this strategic combination is expected to create one of the world's largest public rail equipment companies, with revenues of about \$4.5 billion and a presence in all key freight rail and passenger transit geographies worldwide. Faiveley Transport would expand our geographic presence considerably, broaden our product and service capabilities, and enhance our technology and innovation initiatives. We are excited by the compelling opportunities and synergies created from the combination of two rail industry leaders with historic ties, a commitment to growth and efficiency, and a focus on technology, quality and customer service.

Also in 2015, Wabtec acquired four other businesses with revenues of about \$130 million, which expanded our capabilities globally in both rail and non-rail markets: Railroad Controls, a leading provider of railway signal construction services; Metalocaucho, a European-based manufacturer of transit products, primarily rubber components for suspension and vibration control systems; Relay Monitoring Systems, a manufacturer of electrical protection and control products; and Track IQ, a manufacturer of wayside sensor systems. We believe these companies will be a strong strategic fit, and we will continue to seek others with similar qualities.

Although we acknowledge the slowdown in some of our markets, we believe their long-term potential remains compelling. The freight rail and passenger transit industries are large and global, and they're expected to grow over time. UNIFE, the European rail industry association, estimates the global accessible market for rail-related products and services at more than \$100 billion, with an expected growth rate of about 3 percent annually. We are confident our growth strategies, diversified business model and financial strength will enable Wabtec to continue to grow in our core markets.

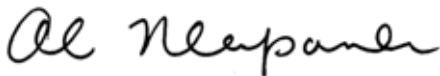
For nearly 150 years, Wabtec has made a positive difference for its customers, employees, communities and shareholders. For customers, we provide products and services that help to improve their safety and productivity, and we strive to do so in ways that are environmentally friendly and responsible. For employees, we offer the opportunity to have a challenging and rewarding career with a growing, global company. We strive to be good corporate citizens for our communities, in part by funding local charities through the Wabtec Foundation. We want to provide our shareholders with an adequate and sustainable return on their investment.

By demonstrating our core values, we can live up to those commitments. These values unite us and represent the foundation upon which we strive to build and strengthen the company:

- **Safety** – *zero accidents*
- **Customer Focus** – *make Wabtec the customer's first choice*
- **Continuous Improvement** – *strive for perfection*
- **Teamwork** – *we're stronger together*
- **Leadership** – *character matters*

By striving to practice these values in our daily interactions with customers, co-workers, vendors and all Wabtec stakeholders, we ensure a culture of integrity and excellence that brings honor to the Wabtec name and truly differentiates us in the marketplace.

To close, we want to thank our Board of Directors for their support, and to recognize once again the efforts of the talented team of nearly 13,000 Wabtec employees worldwide. They work hard every day on behalf of our customers, shareholders and other stakeholders, and we are grateful to be serving alongside them.



Albert J. Neupaver, Executive Chairman



Raymond T. Betler, President and Chief Executive Officer

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2015

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 033-90866

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES  
CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**25-1615902**

(IRS Employer  
Identification No.)

**1001 Air Brake Avenue  
Wilmerding, Pennsylvania 15148**

(Address of principal executive offices, including zip code)

**(412) 825-1000**

(Registrant's telephone number)

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Class</u>	<u>Name of Exchange on which registered</u>
<b>Common Stock, par value \$.01 per share</b>	<b>New York Stock Exchange</b>

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No .

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (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 registrant estimates that as of June 30, 2015, the aggregate market value of the voting shares held by non-affiliates of the registrant was approximately \$8.8 billion based on the closing price on the New York Stock Exchange for such stock.

As of February 16, 2016, 91,930,671 shares of Common Stock of the registrant were issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the Proxy Statement for the registrant's Annual Meeting of Stockholders to be held on May 11, 2016 are incorporated by reference into Part III of this Form 10-K.

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## PART I

### Item 1. BUSINESS

#### General

Westinghouse Air Brake Technologies Corporation, doing business as Wabtec Corporation, is a Delaware corporation with headquarters at 1001 Air Brake Avenue in Wilmerding, Pennsylvania. Our telephone number is 412-825-1000, and our website is located at [www.wabtec.com](http://www.wabtec.com). All references to “we”, “our”, “us”, the “Company” and “Wabtec” refer to Westinghouse Air Brake Technologies Corporation and its subsidiaries. Westinghouse Air Brake Company (“WABCO”) was formed in 1990 when it acquired certain assets and operations from American Standard, Inc., now known as Trane (“Trane”). In 1999, WABCO merged with MotivePower Industries, Inc. (“MotivePower”) and adopted the name Wabtec.

Today, Wabtec is one of the world’s largest providers of value-added, technology-based equipment and services for the global rail industry. We believe we hold approximately a 50% market share in North America for our primary braking-related equipment and a leading position in North America for most of our other product lines. Our highly engineered products, which are intended to enhance safety, improve productivity and reduce maintenance costs for customers, can be found on virtually all U.S. locomotives, freight cars, subway cars and buses, and on many of these vehicles around the world. In 2015, the Company had sales of approximately \$3.3 billion and net income of about \$398.6 million. In 2015, sales of aftermarket parts and services represented about 62% of total sales, while sales to customers outside of the U.S. accounted for about 47% of total sales.

#### Industry Overview

The Company primarily serves the worldwide freight rail and passenger transit industries. As such, our operating results are largely dependent on the level of activity, financial condition and capital spending plans of the global railroad and transit industries. Many factors influence these industries, including general economic conditions; traffic volumes, as measured by freight tonnage and passenger ridership; government spending on public transportation; and investment in new technologies by freight rail and passenger transit systems.

According to a recent study by UNIFE, the Association of the European Rail Industry, the accessible global market for railway products and services is more than \$100 billion, and it is expected to grow at about 2.7% annually through 2019. The three largest markets, which represent about 75% of the total market, are Europe, Asia-Pacific and North America. UNIFE projects the overall market to remain stable through 2020 as emerging markets show above-average growth due to overall economic growth and trends such as urbanization and increasing mobility, deregulation, investments in new technologies, energy and environmental issues, and increasing government support; while developed markets grow at a slower pace. UNIFE projects growth in all major product segments, with rail control and services expected to grow the fastest, at about 3% each.

By using various industry publications and market studies, we estimate that the global installed base of locomotives is about 110,000 units, with about 35% in Asia-Pacific, about 25% in Russia-CIS (Commonwealth of Independent States) and about 20% in North America. We estimate the global installed base of freight cars is about 5.2 million units, with about 30% each in Russia-CIS and North America, and about 20% in Asia-Pacific. We estimate the global installed base of transit cars is about 330,000 units, with about 55% in Asia-Pacific, about 20% in Europe and about 10% in Russia.

In North America, railroads carry about 40% of intercity freight, as measured by ton-miles, which is more than any other mode of transportation. They are an integral part of the continent’s economy and transportation system, serving nearly every industrial, wholesale and retail sector. Through direct ownership and operating partnerships, U.S. railroads are part of an integrated network that includes railroads in Canada and Mexico, forming what is regarded as the world’s most-efficient and lowest-cost freight rail service. There are more than 500 railroads operating in North America, with the largest railroads, referred to as “Class I,” accounting for more than 90% of the industry’s revenues. The railroads carry a wide variety of commodities and goods, including coal, metals, minerals, chemicals, grain, and petroleum. These commodities represent about 55% of total rail carloadings, with intermodal carloads accounting for the rest. Intermodal traffic—the movement of trailers or containers by rail in combination with another mode of transportation—has been the railroads’ fastest-growing market segment in the past 10 years. Railroads operate in a competitive environment, especially with the trucking industry, and are always seeking ways to improve safety, cost and reliability. New technologies offered by Wabtec and others in the industry can provide some of these benefits. Demand for our freight related products and services in North America is driven by a number of factors, including rail traffic, and production of new locomotives and new freight cars. In 2015, the Association of American Railroads (“AAR”) reported total carloads decreased 2.2%, as a 2.1% increase in intermodal traffic was more than offset by a 5.8% decrease in commodities carloads. Generally, a decrease in carloads reflects a slowing economy. Deliveries of new locomotives were about 1,200 units in 2015, compared to about 1,500 in 2014, and the average of about 1,200 in the past 10 years. Deliveries of new freight cars were about 82,000 units in 2015, compared to about 67,000 in 2014 and the average of about 50,000 in the past 10 years.

In the U.S., the passenger transit industry is dependent largely on funding from federal, state and local governments, and from fare box revenues. The New York City region is the largest passenger transit market in the U.S., but most major cities also offer either rail or bus transit services. Demand for North American passenger transit products is driven by a number of factors, including government funding, deliveries of new subway cars and buses, and ridership. The U.S. federal government provides money to local transit authorities, primarily to fund the purchase of new equipment and infrastructure for their transit systems. In 2015, the U.S. Congress passed a five-year transportation funding bill that includes transit spending of about \$11.8 billion in fiscal 2016, an increase of about 10% compared to the prior year. The number of new transit cars delivered in 2015 was about 850, compared to about the same in 2014. The number of new buses delivered in 2015 was about 4,600 compared to about the same in 2014. In the past 10 years, the average number of new transit cars delivered annually is about 800, and the average number of new buses delivered annually is about 4,700. Public transit ridership provides fare box revenues to transit authorities, which use these funds, along with state and local money, primarily for equipment and system maintenance. Based on preliminary figures from the American Public Transportation Association, ridership on U.S. transit vehicles decreased about 1.0% in 2015.

Outside of North America, countries such as Australia, Brazil, China, India, Russia, and South Africa have been investing capital to expand and improve both their freight and passenger rail systems. Throughout the world, some government-owned railroads are being sold to private owners, who often look to improve the efficiency of the rail system by investing in new equipment and new technologies. According to UNIFE, emerging markets are expected to grow at above-average rates as global trade creates increases in freight volumes and urbanization leads to increased demand for efficient mass-transportation systems. As this growth occurs, Wabtec expects to have additional opportunities to provide products and services in these markets.

In Europe, the majority of the rail system serves the passenger transit market, which is expected to continue growing as energy and environmental factors encourage investment in public mass transit. France, Germany, the United Kingdom and Italy are the largest transit markets, representing about two-thirds of passenger traffic in the European Union. UNIFE projected the Western European rail market to grow at about 2.0% annually in the next few years, with the United Kingdom and France expected to invest in new rolling stock. According to the UK's Office of Rail Regulation, passenger rail usage has steadily increased in the past decade, with the Office reporting a 1.4% increase in second quarter ridership in its most recent quarterly report. For the same time period, the Office also reported a decrease of 16.5% in freight volume, driven by a reduction in coal shipments. Germany has the largest rail network in Europe. About 75% of freight traffic in Europe is hauled by truck, while rail accounts for about 20%. The largest freight markets in Europe are Germany, Poland and the United Kingdom. In the first nine months of 2015, The Federal Statistical Office of Germany reported a 2.1% decrease in freight volumes compared to the same period in 2014. For the first six months of 2015, SNCF (French national railway) reported an increase of 4.0% in revenue for local and regional ridership, and flat freight-related revenue. We estimate that the European rail market consists of about 11,000 locomotives, about 750,000 freight cars and about 72,000 passenger transit cars.

The Asia/Pacific market is now the second-largest geographic segment, according to UNIFE. This market consists primarily of China, India and Australia. Growth has been driven by the continued urbanization of China and India, and by investments in freight rail infrastructure to serve the mining and natural resources markets in those countries. We estimate that this market consists of 35,000 locomotives and about 1.0 million freight cars. China is expected to increase spending on rail infrastructure and equipment, as it resumes investment in high-speed rail programs. In its most recent report, the Indian government reported that in the first six months of its fiscal 2015, freight rail volume increased about 26% and earnings from passenger rail traffic increased about 8.5%. India is expected to increase spending significantly in future years as it seeks to modernize its rail system; for example, it recently awarded a 1,000-unit locomotive order to a U.S. manufacturer.

Other key geographic markets include Russia-CIS, South Africa, and Brazil. With about 1.5 million freight cars and about 28,000 locomotives, Russia-CIS is among the largest freight rail markets in the world, and it's expected to invest significantly in new rolling stock and infrastructure. Russian Railways, a state-owned company, provides both freight and passenger transportation. In 2015, Russian Railways announced a decrease of 1.2% in freight loadings and a decrease of 4.4% in passenger ridership. South Africa, in 2012, announced a major program to invest in its freight rail and passenger transit infrastructure during the next 20 years. As part of this program, PRASA, the Passenger Rail Agency of South Africa, plans to purchase about 3,600 new transit cars and about 1,000 new locomotives. Brazil has also been investing in its passenger transport systems in advance of hosting the 2016 Olympics.

## **Business Segments and Products**

We provide our products and services through two principal business segments, the Freight Segment and the Transit Segment, both of which have different market characteristics and business drivers.

The Freight Segment primarily manufactures and services components for new and existing locomotive and freight cars, supplies railway electronics, positive train control equipment, signal design and engineering services, builds switcher locomotives, rebuilds freight locomotives and provides heat exchangers and cooling systems for rail and other industrial



markets. Customers include large, publicly traded railroads, leasing companies, manufacturers of original equipment such as locomotives and freight cars, and utilities. As discussed previously, demand in the freight market is primarily driven by rail traffic, and deliveries of new locomotives and freight cars. In 2015, the Freight Segment accounted for 62% of our total sales, with about 81% of its sales in North America and the remainder to international customers. In 2015, slightly more than half of the Freight Segment's sales were in aftermarket.

The Transit Segment primarily manufactures and services components for new and existing passenger transit vehicles, typically subway cars and buses, builds new commuter locomotives and refurbishes subway cars. Customers include public transit authorities and municipalities, leasing companies, and manufacturers of subway cars and buses around the world. As discussed previously, demand in the transit market is primarily driven by government funding at all levels and passenger ridership. In 2015, the Transit Segment accounted for 38% of our total sales, with about 39% of its sales in North America and the remainder to international customers. About two-thirds of the Transit Segment's sales are in the aftermarket with the remainder in the original equipment market.

Following is a summary of our leading product lines in both aftermarket and original equipment across both of our business segments:

Specialty Products & Electronics:

- Positive Train Control equipment and electronically controlled pneumatic braking products
- Railway electronics, including event recorders, monitoring equipment and end of train devices
- Signal design and engineering services
- Freight car truck components
- Draft gears, couplers and slack adjusters
- Air compressors and dryers
- Heat exchangers and cooling products for locomotives and power generation equipment
- Track and switch products

Brake Products:

- Railway braking equipment and related components for Freight and Transit applications
- Friction products, including brake shoes and pads

Remanufacturing, Overhaul and Build:

- New commuter and switcher locomotives
- Transit car and locomotive overhaul and refurbishment

Transit Products:

- Door and window assemblies for buses and subway cars
- Accessibility lifts and ramps for buses and subway cars
- Traction motors

We have become a leader in the rail industry by capitalizing on the strength of our existing products, technological capabilities and new product innovation, and by our ability to harden products to protect them from severe conditions, including extreme temperatures and high-vibration environments. Supported by our technical staff of over 1,500 engineers and specialists, we have extensive experience in a broad range of product lines, which enables us to provide comprehensive, systems-based solutions for our customers.

Over the past several years, we introduced a number of significant new products, including electronic braking equipment and train control equipment that encompasses onboard digital data and global positioning communication protocols. In 2007, for example, the Federal Railroad Administration (FRA) approved the use of our Electronic Train Management System®, which offers safety benefits to the rail industry. In 2008, the U.S. federal government enacted a rail safety bill that mandates the use of Positive Train Control ("PTC") technology, which includes on-board locomotive computer and related software, on a majority of the locomotives and track in the U.S. With our Electronic Train Management System®, we are the leading supplier of this on-board train control equipment, and we are working with the U.S. Class I railroads, commuter rail authorities and other industry suppliers to implement this technology. The rail safety bill included a deadline of December 31, 2015 for PTC implementation, but the deadline has been extended until the end of 2018. The deadline extension is expected to affect the rate

of industry spending on this technology. In 2015, Wabtec recorded about \$400 million of revenue from freight and transit PTC projects.

For additional information on our business segments, see Note 20 of “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.

## Competitive Strengths

Our key strengths include:

- *Leading market positions in core products.* Dating back to 1869 and George Westinghouse’s invention of the air brake, we are an established leader in the development and manufacture of pneumatic braking equipment for freight and passenger transit vehicles. We have leveraged our leading position by focusing on research and engineering to expand beyond pneumatic braking components to supplying integrated parts and assemblies for the locomotive through the end of the train. We are a recognized leader in the development and production of electronic recording, measuring and communications systems, positive train control equipment, highly engineered compressors and heat exchangers for locomotives, and a leading manufacturer of freight car components, including electronic braking equipment, draft gears, trucks, brake shoes and electronic end-of-train devices. We are also a leading provider of braking equipment, door assemblies, lifts and ramps, couplers and current collection equipment for passenger transit vehicles.
- *Breadth of product offering with a stable mix of original equipment market (OEM) and aftermarket business.* Our product portfolio is one of the broadest in the rail industry, as we offer a wide selection of quality parts, components and assemblies across the entire train. We provide our products in both the original equipment market and the aftermarket. Our substantial installed base of products with end-users such as the railroads and the passenger transit authorities is a significant competitive advantage for providing products and services to the aftermarket because these customers often look to purchase safety- and performance-related replacement parts from the original equipment components supplier. In addition, as OEMs and railroad operators attempt to modernize fleets with new products designed to improve and maintain safety and efficiency, these products must be designed to be interoperable with existing equipment. On average, over the last several years, more than 60% of our total net sales have come from our aftermarket products and services business.
- *Leading design and engineering capabilities.* We believe a hallmark of our relationship with our customers has been our leading design and engineering practice, which has, in our opinion, assisted in the improvement and modernization of global railway equipment. We believe both our customers and the government authorities value our technological capabilities and commitment to innovation, as we seek not only to enhance the efficiency and profitability of our customers, but also to improve the overall safety of the railways through continuous improvement of product performance. The Company has an established record of product improvements and new product development. We have assembled a wide range of patented products, which we believe provides us with a competitive advantage. Wabtec currently owns 2,312 active patents worldwide and 621 U.S. patents. During the last three years, we have filed for more than 403 patents worldwide in support of our new and evolving product lines.
- *Experience with industry regulatory requirements.* The freight rail and passenger transit industries are governed by various government agencies and regulators in each country and region. These groups mandate rigorous manufacturer certification, new product testing and approval processes that we believe are difficult for new entrants to meet cost-effectively and efficiently without the scale and extensive experience we possess.
- *Experienced management team and the Wabtec Performance System.* The Company has implemented numerous initiatives that enable us to manage successfully through cycles in the rail supply market. For example, the Wabtec Performance System (WPS), an ongoing program that focuses on lean manufacturing principles and continuous improvement across all aspects of our business, has been a part of the Company’s culture for more than 20 years. As a result, our management team has improved our cost structure, operating leverage and financial flexibility, and placed the Company in an excellent position to benefit from growth opportunities.

## Business strategy

Using WPS, we strive to generate sufficient cash to invest in our growth strategies and to build on what we consider to be a leading position as a low-cost producer in the industry while maintaining world-class product quality, technology and customer responsiveness. Through WPS and employee-directed initiatives such as Kaizen, a Japanese-developed team concept, we continuously strive to improve quality, delivery and productivity, and to reduce costs. These efforts enable us to streamline processes, improve product reliability and customer satisfaction, reduce product cycle times and respond more rapidly to market developments. Over time, these lean initiatives have enabled us to increase operating margins, improve cash flow and strengthen our ability to invest in the following growth strategies:

- *Expand globally and into new product markets.* We believe that international markets represent a significant opportunity for future growth. In 2015, sales to non-U.S. customers were \$1.6 billion, including export sales from the Company's U.S. operations of \$508.4 million. We intend to increase our existing international sales through strategic acquisitions, direct sales of products through our existing subsidiaries and licensees, and joint ventures with railway suppliers which have a strong presence in their local markets. We are specifically targeting markets that operate significant fleets of U.S.-style locomotives and freight cars, including Australia, Brazil, China, India, Russia, South Africa, and other select areas within Europe and South America. In addition, we have opportunities to increase the sale of certain products that we currently manufacture for the rail industry into other industrial markets, such as mining, off-highway and energy. These products include heat exchangers and friction materials.
- *Expand aftermarket sales.* Historically, aftermarket sales are less cyclical than OEM sales because a certain level of aftermarket maintenance and service work must be performed, even during an industry slowdown. In 2015, Wabtec's aftermarket sales and services represented approximately 62% of the Company's total sales across both of our business segments. Wabtec provides aftermarket parts and services for its components, and the Company is seeking to expand this business with customers who currently perform the work in-house. In this way, we expect to take advantage of the rail industry trend toward outsourcing, as railroads and transit authorities focus on their core function of transporting goods and people.
- *Accelerate new product development.* We continue to emphasize research and development funding to create new and improved products. We are focusing on technological advances, especially in the areas of electronics, braking products and other on-board equipment, as a means of new product growth. We seek to provide customers with incremental technological advances that offer immediate benefits with cost-effective investments.
- *Seek acquisitions, joint ventures and alliances.* We invest in acquisitions, joint ventures and alliances using a disciplined, selective approach and rigorous financial criteria. These transactions are expected to meet the financial criteria and contribute to our growth strategies of global expansion, new products and expanding aftermarket sales. All of these expansion strategies will help Wabtec to grow profitably, expand geographically, and dampen the impact from potential cycles in the North American rail industry.

## Recent Acquisitions and Joint Ventures

Wabtec has completed certain significant acquisitions in support of its growth strategies mentioned above:

- On October 30, 2015, the Company acquired Relay Monitoring Systems PTY Ltd. ("RMS"), an Australian manufacturer of electrical protection and control products for a purchase price of approximately \$18.7 million, net of cash acquired.
- On October 8, 2015, the Company acquired Track IQ, an Australian based manufacturer of wayside censor systems for the global rail industry for a purchase price of approximately \$9.1 million, net of cash acquired.
- On June 17, 2015, the Company acquired Metalocaucho ("MTC"), a manufacturer of transit products, primarily rubber components for suspension and vibration control systems, for a purchase price of approximately \$23.4 million, net of cash acquired.
- On February 4, 2015, the Company acquired Railroad Controls L.P. ("RCL"), a U.S. based provider of railway signal construction services for a purchase price of approximately \$78.0 million, net of cash acquired.
- On September 3, 2014, the Company acquired C2CE Pty Ltd. ("C2CE"), a leading provider of railway signal design services in Australia, for a purchase price of approximately \$25.5 million, net of cash acquired.
- On August 21, 2014, the Company acquired Dia-Frag, a leading manufacturer of friction products in Brazil, for a purchase price of approximately \$70.6 million, net of cash acquired.
- On June 6, 2014, the Company acquired Fandstan Electric Group Ltd. ("Fandstan"), a leading rail and industrial equipment manufacturer for a variety of markets, including rail and tram transportation, industrial and energy, for a purchase price of approximately \$199.4 million, net of cash acquired.

## Backlog

The Company's backlog was about \$2.1 billion at December 31, 2015. For 2015, about 62% of total sales came from aftermarket orders, which typically carry lead times of less than 30 days, and are not recorded in backlog for a significant period of time.

The Company's contracts are subject to standard industry cancellation provisions, including cancellations on short notice or upon completion of designated stages. Substantial scope-of-work adjustments are common. For these and other

reasons, completion of the Company's backlog may be delayed or cancelled. The railroad industry, in general, has historically been subject to fluctuations due to overall economic conditions and the level of use of alternative modes of transportation.

The backlog of firm customer orders as of December 31, 2015 and December 31, 2014, and the expected year of completion are as follows:

<i><u>In thousands</u></i>	Total		Expected Delivery		Total		Expected Delivery	
	Backlog		Other		Backlog		Other	
	12/31/2015	2016	Years	12/31/2014	2015	Years		
Freight Segment .....	\$ 671,910	\$ 585,981	\$ 85,929	\$ 977,759	\$ 843,681	\$ 134,078		
Transit Segment.....	1,474,974	621,736	853,238	1,344,222	659,211	685,011		
Total .....	\$ 2,146,884	\$ 1,207,717	\$ 939,167	\$ 2,321,981	\$ 1,502,892	\$ 819,089		

## Engineering and Development

To execute our strategy to develop new products, we invest in a variety of engineering and development activities. For the fiscal years ended December 31, 2015, 2014, and 2013, we invested about \$71.2 million, \$61.9 million and \$46.3 million, respectively, on product development and improvement activities. The engineering resources of the Company are allocated between research and development activities and the execution of original equipment customer contracts.

Our engineering and development program includes investment in train control and new braking technologies, with an emphasis on applying electronics to traditional pneumatic equipment. Electronic braking has been used in the transit industry for years, and freight railroads are conducting pilot programs to test its reliability and benefits. Freight railroads have generally been slower to accept the technology due to issues over interoperability, connectivity and durability. We are proceeding with efforts to enhance the major components for existing hard-wired braking equipment and development of new electronic technologies for the freight railroads. We are also investing in technology, such as advanced cooling systems that enable lower emissions from diesel engines used in rail and other industrial markets. Sometimes we conduct specific research projects in conjunction with universities, customers and other industry suppliers.

We use our Product Development System (PDS) to develop and monitor new product programs. The system requires the product development team to follow consistent steps throughout the development process, from concept to launch, to ensure the product will meet customer expectations and internal profitability targets.

## Intellectual Property

We have 2,312 active patents worldwide. We also rely on a combination of trade secrets and other intellectual property laws, nondisclosure agreements and other protective measures to establish and protect our proprietary rights in our intellectual property.

Certain trademarks, among them the name WABCO®, were acquired or licensed from American Standard Inc., now known as Trane, in 1990 at the time of our acquisition of the North American operations of the Railway Products Group of Trane. Other trademarks have been developed through the normal course of business, or acquired as a part of our ongoing merger and acquisition program.

We have entered into a variety of license agreements as licensor and licensee. We do not believe that any single license agreement is of material importance to our business or either of our business segments as a whole.

We have issued licenses to the two sole suppliers of railway air brakes and related products in Japan, Nabtesco and Mitsubishi Electric Company. The licensees pay annual license fees to us and also assist us by acting as liaisons with key Japanese passenger transit vehicle builders for projects in North America. We believe that our relationships with these licensees have been beneficial to our core transit business and customer relationships in North America.

## Customers

Our customers include railroads and passenger transit authorities throughout North America, as well as in the United Kingdom, Australia, Europe, Asia, South Africa and South America; manufacturers of transportation equipment, such as locomotives, freight cars, subway vehicles and buses; and lessors of such equipment.

Top customers can change from year to year. For the fiscal year ended December 31, 2015, our top five customers accounted for 22% of net sales: The BNSF Railway, CSX Corporation, General Electric Transportation, Trinity Industries, and Union Pacific Corporation. No one customer represents 10% or more of consolidated sales. We believe that we have strong relationships with all of our key customers.

## Competition

We believe that we hold approximately a 50% market share in North America for our primary braking-related equipment and a leading market position in North America for most of our other product lines. On a global basis, our market shares are smaller. We operate in a highly competitive marketplace. Price competition is strong because we have a relatively small number of customers and they are very cost-conscious. In addition to price, competition is based on product performance and technological leadership, quality, reliability of delivery, and customer service and support.

Our principal competitors vary across product lines. Within North America, New York Air Brake Company, a subsidiary of the German air brake producer Knorr-Bremse AG (“Knorr”) and Amsted Rail Company, Inc., a subsidiary of Amsted Industries Corporation, are our principal overall OEM competitors. Our competition for locomotive, freight and passenger transit service and repair is mostly from the railroads’ and passenger transit authorities’ in-house operations, Electro-Motive Diesel, a division of Caterpillar, GE Transportation Systems, and New York Air Brake/Knorr. We believe our key strengths, which include leading market positions in core products, breadth of product offering with a stable mix of OEM and aftermarket business, leading design and engineering capabilities, significant barriers to entry and an experienced management team, enable us to compete effectively in this marketplace. Outside of North America, no individual company is our principal competitor in all of our operating locations. The largest competitors for Brake and Transit products are Faiveley Transport and Knorr. In addition, our competitors often include smaller, local suppliers in most international markets.

## Employees

At December 31, 2015, we had approximately 13,000 full-time employees, approximately 30% of whom were unionized. A majority of the employees subject to collective bargaining agreements are outside North America and these agreements are generally effective from 2016 through 2018. Agreements expiring at various times during 2016 cover approximately 26% of the Company’s workforce. We consider our relations with employees and union representatives to be good, but cannot assure that future contract negotiations will be favorable to us.

## Regulation

In the course of our operations, we are subject to various regulations of governments and other agencies in the U.S. and around the world. These entities typically govern equipment and safety standards for freight rail and passenger transit rolling stock, oversee a wide variety of rules and regulations governing safety and design of equipment, and evaluate certification and qualification requirements for suppliers. New products generally must undergo testing and approval processes that are rigorous and lengthy. As a result of these regulations and requirements, we must usually obtain and maintain certifications in a variety of jurisdictions and countries. The governing bodies include: FRA and AAR in the U.S., the International Union of Railways (“UIC”) and the European Railway Agency in Europe, the Federal Agency of Railway Transport in Russia, the Agencia Nacional de Transportes Terrestres in Brazil, the National Railway Administration, formerly the Ministry of Railway in China, and the Ministry of Railways in India.

## Effects of Seasonality

Our business is not typically seasonal, although the third quarter results may be affected by vacation and scheduled plant shutdowns at several of our major customers during this period.

## Environmental Matters

Information on environmental matters is included in Note 19 of “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.

## Available Information

We maintain an Internet site at [www.wabtec.com](http://www.wabtec.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as the annual report to stockholders and other information, are available free of charge on this site. The Internet site and the information contained therein or connected thereto are not incorporated by reference into this Form 10-K. The following are also available free of charge on this site and are available in print to any shareholder who requests them: Our Corporate Governance Guidelines, the charters of our Audit, Compensation and Nominating and Corporate Governance Committees, our Code of Conduct, which is applicable to all employees, our Code of Ethics for Senior Officers, which is applicable to all of our executive officers, our Policies on Related Party Transactions and Conflict Minerals, and our Sustainability Report.

## **Item 1A. RISK FACTORS**

### ***Prolonged unfavorable economic and market conditions could adversely affect our business.***

Unfavorable general economic and market conditions in the United States and internationally could have a negative impact on our sales and operations. To the extent that these factors result in continued instability of capital markets, shortages of raw materials or component parts, longer sales cycles, deferral or delay of customer orders or an inability to market our products effectively, our business and results of operations could be materially adversely affected.

### ***We are dependent upon key customers.***

We rely on several key customers who represent a significant portion of our business. Our top customers can change from year to year. For the fiscal year ended December 31, 2015, our top five customers accounted for 22% of our net sales. While we believe our relationships with our customers are generally good, our top customers could choose to reduce or terminate their relationships with us. In addition, many of our customers place orders for products on an as-needed basis and operate in cyclical industries. As a result, their order levels have varied from period to period in the past and may vary significantly in the future. Such customer orders are dependent upon their markets and customers, and may be subject to delays and cancellations. As a result of our dependence on our key customers, we could experience a material adverse effect on our business, results of operations and financial condition if we lost any one or more of our key customers or if there is a reduction in their demand for our products.

### ***Our business operates in a highly competitive industry.***

We operate in a competitive marketplace and face substantial competition from a limited number of established competitors in the United States and abroad, some of which may have greater financial resources than we do. Price competition is strong and, coupled with the existence of a number of cost conscious customers, has historically limited our ability to increase prices. In addition to price, competition is based on product performance and technological leadership, quality, reliability of delivery and customer service and support. There can be no assurance that competition in one or more of our markets will not adversely affect us and our results of operations.

### ***We intend to pursue acquisitions, joint ventures and alliances that involve a number of inherent risks, any of which may cause us not to realize anticipated benefits.***

One aspect of our business strategy is to selectively pursue acquisitions, joint ventures and alliances that we believe will improve our market position, and provide opportunities to realize operating synergies. These transactions involve inherent risks and uncertainties, any one of which could have a material adverse effect on our business, results of operations and financial condition including:

- difficulties in achieving identified financial and operating synergies, including the integration of operations, services and products;
- diversion of Management's attention from other business concerns;
- the assumption of unknown liabilities; and
- unanticipated changes in the market conditions, business and economic factors affecting such an acquisition.

We cannot assure that we will be able to consummate any future acquisitions, joint ventures or other business combinations. If we are unable to identify suitable acquisition candidates or to consummate strategic acquisitions, we may be unable to fully implement our business strategy, and our business and results of operations may be adversely affected as a result. In addition, our ability to engage in strategic acquisitions will be dependent on our ability to raise substantial capital, and we may not be able to raise the funds necessary to implement our acquisition strategy on terms satisfactory to us, if at all.

### ***As we introduce new products and services, a failure to predict and react to consumer demand could adversely affect our business.***

We have dedicated significant resources to the development, manufacturing and marketing of new products. Decisions to develop and market new transportation products are typically made without firm indications of customer acceptance. Moreover, by their nature, new products may require alteration of existing business methods or threaten to displace existing equipment in which our customers may have a substantial capital investment. There can be no assurance that any new products that we develop will gain widespread acceptance in the marketplace or that such products will be able to compete successfully with other new products or services that may be introduced by competitors. In addition, we may incur additional warranty or other costs as new products are tested and used by customers.

***A portion of our sales are related to delivering products and services to help our U.S. railroad and transit customers meet the Positive Train Control (PTC) mandate from the U.S. federal government, which requires the use of on-board locomotive computers and software by the end of 2018.***

For the year ended December 31, 2015, we had sales of about \$400 million related to PTC. In 2015, the industry's PTC deadline was extended by three years, which could change the timing of our revenues and could cause us to reassess the staffing, resources and assets deployed in delivering Positive Train Control services.

***Our revenues are subject to cyclical variations in the railway and passenger transit markets and changes in government spending.***

The railway industry historically has been subject to significant fluctuations due to overall economic conditions, the use of alternate methods of transportation and the levels of federal, state and local government spending on railroad transit projects. In economic downturns, railroads have deferred, and may defer, certain expenditures in order to conserve cash in the short term. Reductions in freight traffic may reduce demand for our replacement products.

The passenger transit railroad industry is also cyclical. New passenger transit car orders vary from year to year and are influenced greatly by major replacement programs and by the construction or expansion of transit systems by transit authorities. A substantial portion of our net sales have been, and we expect that a material portion of our future net sales will be, derived from contracts with metropolitan transit and commuter rail authorities and Amtrak. To the extent that future funding for proposed public projects is curtailed or withdrawn altogether as a result of changes in political, economic, fiscal or other conditions beyond our control, such projects may be delayed or cancelled, resulting in a potential loss of business for us, including transit aftermarket and new transit car orders. There can be no assurance that economic conditions will be favorable or that there will not be significant fluctuations adversely affecting the industry as a whole and, as a result, us.

***Our backlog is not necessarily indicative of the level of our future revenues.***

Our backlog represents future production and estimated potential revenue attributable to firm contracts with, or written orders from, our customers for delivery in various periods. Instability in the global economy, negative conditions in the global credit markets, volatility in the industries that our products serve, changes in legislative policy, adverse changes in the financial condition of our customers, adverse changes in the availability of raw materials and supplies, or un-remedied contract breaches could possibly lead to contract termination or cancellations of orders in our backlog or request for deferred deliveries of our backlog orders, each of which could adversely affect our cash flows and results of operations.

***A growing portion of our sales may be derived from our international operations, which exposes us to certain risks inherent in doing business on an international level.***

In fiscal year 2015, approximately 47% of our consolidated net sales were to customers outside of the U.S. and we intend to continue to expand our international operations in the future. We currently conduct our international operations through a variety of wholly and majority-owned subsidiaries and joint ventures in Australia, Austria, Brazil, Canada, China, Czech Republic, France, Germany, India, Italy, Macedonia, Mexico, the Netherlands, Poland, Russia, Spain, South Africa, Turkey, and the United Kingdom. As a result, we are subject to various risks, any one of which could have a material adverse effect on those operations and on our business as a whole, including:

- lack of complete operating control;
- lack of local business experience;
- currency exchange fluctuations and devaluations;
- foreign trade restrictions and exchange controls;
- difficulty enforcing agreements and intellectual property rights;
- the potential for nationalization of enterprises; and
- economic, political and social instability and possible terrorist attacks against American interests.

In addition, certain jurisdictions have laws that limit the ability of non-U.S. subsidiaries and their affiliates to pay dividends and repatriate cash flows.

***We may incur increased costs due to fluctuations in interest rates and foreign currency exchange rates.***

In the ordinary course of business, we are exposed to increases in interest rates that may adversely affect funding costs associated with variable-rate debt and changes in foreign currency exchange rates. We may seek to minimize these risks through the use of interest rate swap contracts and currency hedging agreements. There can be no assurance that any of these measures will be effective. Any material changes in interest or exchange rates could result in material losses to us.

***We may have liability arising from asbestos litigation.***

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

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

***We are subject to a variety of environmental laws and regulations.***

We are subject to a variety of environmental laws and regulations governing discharges to air and water, the handling, storage and disposal of hazardous or solid waste materials and the remediation of contamination associated with releases of hazardous substances. We believe our operations currently comply in all material respects with all of the various environmental laws and regulations applicable to our business; however, there can be no assurance that environmental requirements will not change in the future or that we will not incur significant costs to comply with such requirements.

***Future climate change regulation could result in increased operating costs, affect the demand for our products or affect the ability of our critical suppliers to meet our needs.***

The Company has followed the current debate over climate change and the related policy discussion and prospective legislation. The potential challenges for the Company that climate change policy and legislation may pose have been reviewed by the Company. Any such challenges are heavily dependent on the nature and degree of climate change legislation and the extent to which it applies to our industry. At this time, the Company cannot predict the ultimate impact of climate change and climate change legislation on the Company's operations. Further, when or if these impacts may occur cannot be assessed until scientific analysis and legislative policy are more developed and specific legislative proposals begin to take shape. Any laws or regulations that may be adopted to restrict or reduce emissions of greenhouse gas could require us to incur increased operating costs, and could have an adverse effect on demand for our products. In addition, the price and availability of certain of the raw materials that we use could vary in the future as a result of environmental laws and regulations affecting our suppliers. An increase in the price of our raw materials or a decline in their availability could adversely affect our operating margins or result in reduced demand for our products.

***Our manufacturer's warranties or product liability may expose us to potentially significant claims.***

We warrant the workmanship and materials of many of our products. Accordingly, we are subject to a risk of product liability or warranty claims in the event that the failure of any of our products results in personal injury or death, or does not conform to our customers' specifications. In addition, in recent years, we have introduced a number of new products for which we do not have a history of warranty experience. Although we have not had any material product liability or warranty claims made against us and we currently maintain liability insurance coverage, we cannot assure that product liability claims, if made, would not exceed our insurance coverage limits or that insurance will continue to be available on commercially acceptable terms, if at all. The possibility exists for these types of warranty claims to result in costly product recalls, significant repair costs and damage to our reputation.

***Labor disputes may have a material adverse effect on our operations and profitability.***

We collectively bargain with labor unions that represent approximately 30% of our employees. Our current collective bargaining agreements are generally effective from 2016 through 2018. Agreements expiring at various times during 2016 cover approximately 26% of the Company's workforce. Failure to reach an agreement could result in strikes or other labor protests which could disrupt our operations. If we were to experience a strike or work stoppage, it would be difficult for us to find a sufficient number of employees with the necessary skills to replace these employees. We cannot assure that we will reach any such agreement or that we will not encounter strikes or other types of conflicts with the labor unions of our personnel. Such labor disputes could have an adverse effect on our business, financial condition or results of operations, could cause us to lose revenues and customers and might have permanent effects on our business.

***From time to time we are engaged in contractual disputes with our customers.***

From time to time, we are engaged in contractual disputes with our customers regarding routine delivery and performance issues as well as adjustments for design changes and related extra work. These disputes are generally resolved in



the ordinary course of business without having a material adverse impact on us although we cannot guarantee that this will continue to occur.

***Our indebtedness could adversely affect our financial health.***

At December 31, 2015, we had total debt of \$695.7 million. If it becomes necessary to access our available borrowing capacity under our 2013 Refinancing Credit Agreement, the \$445.0 million currently borrowed under this facility and the \$250.0 million 4.375% senior notes, being indebted could have important consequences to us. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;
- place us at a disadvantage compared to competitors that have less debt; and
- limit our ability to borrow additional funds.

***The indenture for our \$250 million 4.375% senior notes due in 2023 and our 2013 Refinancing Credit Agreement contain various covenants that limit our Management's discretion in the operation of our businesses.***

The indenture governing the notes and our credit agreement contain various covenants that limit our Management's discretion.

The 2013 Refinancing Credit Agreement limits the Company's ability to declare or pay cash dividends and prohibits the Company from declaring or making other distributions, subject to certain exceptions. The 2013 Refinancing Credit Agreement contains various other covenants and restrictions including the following limitations: incurrence of additional indebtedness; mergers, consolidations and sales of assets and acquisitions; additional liens; sale and leasebacks; permissible investments, loans and advances; certain debt payments; capital expenditures; and imposes a minimum interest expense coverage ratio and a maximum debt to cash flow ratio.

The indenture under which the senior notes were issued contains covenants and restrictions which limit among other things, the following: the incurrence of indebtedness, payment of dividends and certain distributions, sale of assets, change in control, mergers and consolidations and the incurrence of liens.

***The integration of our recently completed acquisitions may not result in anticipated improvements in market position or the realization of anticipated operating synergies or may take longer to realize than expected.***

In 2014 and 2015, we completed multiple acquisitions with a combined investment of \$424.7 million. Although we believe that the acquisitions will improve our market position and realize positive operating results, including operating synergies, operating expense reductions and overhead cost savings, we cannot be assured that these improvements will be obtained or the timing of such improvements. The management and acquisition of businesses involves substantial risks, any of which may result in a material adverse effect on our business and results of operations, including:

- the uncertainty that an acquired business will achieve anticipated operating results;
- significant expenses to integrate;
- diversion of Management's attention;
- departure of key personnel from the acquired business;
- effectively managing entrepreneurial spirit and decision-making;
- integration of different information systems;
- unanticipated costs and exposure to unforeseen liabilities; and
- impairment of assets.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

## Item 2. PROPERTIES

### Facilities

The following table provides certain summary information about the principal facilities owned or leased by the Company as of December 31, 2015. The Company believes that its facilities and equipment are generally in good condition and that, together with scheduled capital improvements, they are adequate for its present and immediately projected needs. Leases on the facilities are long-term and generally include options to renew. The Company's corporate headquarters are located at the Wilmerding, PA site.

Location	Primary Use	Segment	Own/Lease	Approximate Square Feet	
<b>Domestic</b>					
Rothbury, MI	Manufacturing/Warehouse/Office	Freight	Own	500,000	
Wilmerding, PA	Manufacturing/Service	Freight	Own	365,000	(1)
Lexington, TN	Manufacturing	Freight	Own	170,000	
Jackson, TN	Manufacturing	Freight	Own	150,000	
Berwick, PA	Manufacturing/Warehouse	Freight	Own	150,000	
Chicago, IL	Manufacturing/Service	Freight	Own	123,140	
Greensburg, PA	Manufacturing	Freight	Own	113,000	
Chillicothe, OH	Manufacturing/Office	Freight	Own	104,000	
Warren, OH	Manufacturing	Freight	Own	102,650	
Coshocton, OH	Manufacturing/Warehouse/Office	Freight	Own	83,000	
Germantown, MD	Manufacturing	Freight	Own	80,000	
Delray Beach, FL	Warehouse	Freight	Lease	125,888	
Kansas City, MO	Service Center	Freight	Lease	95,900	
Pittsburgh, PA	Manufacturing/Office	Freight	Lease	90,000	
Strongsville, OH	Manufacturing/Warehouse/Office	Freight	Lease	80,000	
Columbia, SC	Service Center	Freight	Lease	71,400	
Jacksonville, FL	Office	Freight	Lease	59,518	
Bensenville, IL	Manufacturing/Warehouse/Office	Freight	Lease	58,230	
Cedar Rapids, IA	Office	Freight	Lease	36,568	
Jacksonville, FL	Warehouse	Freight	Lease	30,000	
Clarksburg, MD	Manufacturing/Warehouse	Freight	Lease	22,443	
Carson City, NV	Service Center	Freight	Lease	22,000	
Salem, OH	Manufacturing/Warehouse	Freight	Lease	20,000	
Boise, ID	Manufacturing	Freight/Transit	Own	326,000	
Maxton, NC	Manufacturing	Freight/Transit	Own	105,000	
Willits, CA	Manufacturing	Freight/Transit	Own	70,000	
Brenham, TX	Manufacturing/Office	Transit	Own	144,671	
Wytheville, VA	Manufacturing/Office	Transit	Own	82,400	
Piedmont, SC	Manufacturing/Office	Transit	Own	47,000	
Spartanburg, SC	Manufacturing/Service	Transit	Lease	183,600	
Buffalo Grove, IL	Manufacturing	Transit	Lease	115,570	
Cleveland, OH	Manufacturing/Warehouse/Office	Transit	Lease	87,407	
San Fernando, CA	Manufacturing	Transit	Lease	65,347	
Plattsburgh, NY	Manufacturing	Transit	Lease	64,000	
Moorpark, CA	Office/Warehouse	Transit	Lease	45,916	
Cleveland, OH	Manufacturing/Warehouse/Office	Transit	Lease	43,643	

Location	Primary Use	Segment	Own/Lease	Approximate Square Feet
Export, PA	Manufacturing	Transit	Lease	34,000
Elmsford, NY	Service Center	Transit	Lease	28,000
Greer, SC	Warehouse	Transit	Lease	20,000
<b>International</b>				
Wallaceburg (Ontario), Canada	Manufacturing	Freight	Own	126,000
San Luis Potosi, Mexico	Manufacturing/Service	Freight	Own	73,100
East Beijing, Hebei Province, China	Manufacturing	Freight	Own	64,702
Daye City, Hebei Province, China	Manufacturing	Freight	Own	59,147
Barneveld, Netherlands	Manufacturing/Office	Freight	Own	53,443
Northampton, UK	Manufacturing	Freight	Lease	300,000
Shenyang City, Liaoning Province, China	Manufacturing	Freight	Lease	290,550
Lincolnshire, UK	Manufacturing/Office	Freight	Lease	149,468
London (Ontario), Canada	Manufacturing	Freight	Lease	103,540
Stoney Creek (Ontario), Canada	Manufacturing/Service	Freight	Lease	47,940
Kolkata, India	Manufacturing	Freight	Lease	36,965
Belo Horizonte, Brazil	Manufacturing/Service	Freight	Lease	33,992
Juiz de Fora, Minas Gerais, Brazil	Manufacturing/Office	Freight	Lease	33,992
Lachine (Quebec), Canada	Service Center	Freight	Lease	25,455
Mulgrave, Australia	Manufacturing/Office	Freight	Lease	21,528
Doncaster, UK	Manufacturing/Service	Freight/Transit	Own	330,000
Kilmarnock, UK	Manufacturing	Freight/Transit	Own	107,975
Loughborough, UK	Manufacturing	Freight/Transit	Lease	245,245
Kempton Park, South Africa	Manufacturing	Freight/Transit	Lease	156,077
Wetherill Park, Australia	Manufacturing	Freight/Transit	Lease	70,600
Monte Alto, Brazil	Manufacturing/Office	Transit	Own	244,081
Schuttorf, Germany	Manufacturing/Office	Transit	Own	189,445
Chard, UK	Manufacturing/Office	Transit	Own	141,610
Avellino, Italy	Manufacturing/Office	Transit	Own	132,495
Tianjin, Hebei Province, China	Manufacturing/Office	Transit	Own	87,672
Recklinghausen, Germany	Manufacturing	Transit	Own	86,390
Sable-sur-Sarthe, France	Manufacturing	Transit	Own	51,667
Utrecht, The Netherlands	Manufacturing	Transit	Own	48,438
Katy Wroclawske, Poland	Manufacturing/Office	Transit	Own	31,484
Soria, Spain	Manufacturing/Office	Transit	Own	31,000
Burton on Trent, UK	Manufacturing/Office	Transit	Lease	253,453
Camisano, Italy	Manufacturing/Office	Transit	Lease	136,465
San Luis Potosi, Mexico	Manufacturing/Office	Transit	Lease	112,825
St. Laurent (Quebec), Canada	Office	Transit	Lease	38,926
Gipuzkoa, Spain	Manufacturing/Office	Transit	Lease	37,049
Chard, UK	Manufacturing/Office	Transit	Lease	35,282
Hangzhou City, Hunan Province, China	Manufacturing	Transit	Lease	31,032
Sassuolo, Italy	Manufacturing	Transit	Lease	30,000

- (1) Approximately 250,000 square feet are currently used in connection with the Company's corporate and manufacturing operations. The remainder is leased to third parties.

**Item 3. LEGAL PROCEEDINGS**

Information with respect to legal proceedings is included in Note 19 of "Notes to Consolidated Financial Statements" included in Part IV, Item 15 of this report and incorporate by reference herein.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

## EXECUTIVE OFFICERS OF THE REGISTRANT

The following table provides information on our executive officers. They are elected periodically by our Board of Directors and serve at its discretion.

Officers	Age	Position
Albert J. Neupaver	65	Executive Chairman
Raymond T. Betler	60	President and Chief Executive Officer
Patrick D. Dugan	49	Senior Vice President and Chief Financial Officer
R. Mark Cox	48	Senior Vice President, Corporate Development
David L. DeNinno	60	Senior Vice President, General Counsel and Secretary
Scott E. Wahlstrom	52	Senior Vice President, Human Resources
Robert Bourg	54	Vice President and Group Executive
Karl-Heinz Colmer	59	Vice President and Group Executive
Michael E. Fetsko	50	Vice President and Group Executive
John A. Mastalerz	49	Vice President of Finance, Corporate Controller and Principal Accounting Officer
David Meyer	45	Vice President and Group Executive
Timothy R. Wesley	54	Vice President, Investor Relations and Corporate Communications

*Albert J. Neupaver* was named Executive Chairman of the Company in May 2014. Previously, Mr. Neupaver served as Chairman and CEO from May 2013 to May 2014 and as the Company's President and CEO from February 2006 to May 2013. Prior to joining Wabtec, Mr. Neupaver served in various positions at AMETEK, Inc., a leading global manufacturer of electronic instruments and electric motors. Most recently he served as President of its Electromechanical Group for nine years.

*Raymond T. Betler* was named President and Chief Executive Officer in May 2014. Previously, Mr. Betler was President and Chief Operating Officer since May 2013 and the Company's Chief Operating Officer since December 2010. Prior to that, he served as Vice President, Group Executive of the Company since August 2008. Prior to joining Wabtec, Mr. Betler served in various positions of increasing responsibility at Bombardier Transportation since 1979. Most recently, Mr. Betler served as President, Total Transit Systems from 2004 until 2008 and before that as President, London Underground Projects from 2002 to 2004.

*Patrick D. Dugan* was named Senior Vice President and Chief Financial Officer effective January 2014. Previously, Mr. Dugan was Senior Vice President, Finance and Corporate Controller from January 2012 until November 2013. He originally joined Wabtec in 2003 as Vice President, Corporate Controller. Prior to joining Wabtec, Mr. Dugan served as Vice President and Chief Financial Officer of CWI International, Inc. from December 1996 to November 2003. Prior to 1996, Mr. Dugan was a Manager with PricewaterhouseCoopers.

*R. Mark Cox* was named Senior Vice President, Corporate Development in January 2012, and has been with Wabtec since September 2006 as Vice President, Corporate Development. Prior to joining Wabtec, Mr. Cox served as Director of Business Development for the Electrical Group of Eaton Corporation since 2002. Prior to joining Eaton, Mr. Cox was an investment banker with UBS Warburg, Prudential and Stephens.

*David L. DeNinno* was named Senior Vice President, General Counsel and Secretary of the Company in February 2012. Previously, Mr. DeNinno served as a partner at K&L Gates LLP since May 2011 and prior to that with Reed Smith LLP.

*Scott E. Wahlstrom* was named Senior Vice President, Human Resources in January 2012. Mr. Wahlstrom has been Vice President, Human Resources, since November 1999. Previously, Mr. Wahlstrom was Vice President, Human Resources & Administration of MotivePower Industries, Inc. from August 1996 until November 1999.

*Robert Bourg* was named Vice President and Group Executive in February 2012. Prior to that, he was Vice President Rail Electronics from May 2010. Previously, he was Vice President and General Manager of Wabtec Railway Electronics from May 2006 to May 2010. Prior to that, he held various senior management positions within Wabtec since he was hired in August 1992.

*Karl-Heinz Colmer* was named Vice President and Group Executive in February 2012. Mr. Colmer served as Managing Director of Friction Products from January 2009 until February 2012. Prior to that position, Mr. Colmer served as Managing Director of Becorit GmbH since 2006 after joining Wabtec. Prior to joining Wabtec Mr. Colmer served in various management roles with BBA PLC.

*Michael E. Fetsko* was named Vice President and Group Executive in January 2014. Mr Fetsko joined Wabtec in July of 2011 as Vice President, Freight Pneumatics. Prior to joining Wabtec, Mr. Fetsko served in various executive management roles with Bombardier Transportation.

*John A. Mastalerz* was named Vice President of Finance, Corporate Controller and Principal Accounting Officer in January 2016. Mr. Mastalerz served as Vice President and Corporate Controller from January 2014 to January 2016. Prior to joining Wabtec, Mr. Mastalerz served in various executive management roles with the H.J. Heinz Company from January 2001 to December 2013, most recently as Corporate Controller and Principal Accounting Officer. Prior to 2001, Mr. Mastalerz was a Senior Manager with PricewaterhouseCoopers.

*David Meyer* was named Vice President and Group Executive in February 2012. Mr. Meyer served as Vice President, Freight Car Products from April 2007 until February 2012. Prior to this position, Mr. Meyer served in several Vice President and General Manager roles within Wabtec since 2003 and joined Wabtec as a Product Line Manager in 1999. Prior to joining Wabtec, Mr. Meyer served in various management roles with Eaton Corporation.

*Timothy R. Wesley* was named Vice President, Investor Relations and Corporate Communications in November 1999. Previously, Mr. Wesley was Vice President, Investor and Public Relations of MotivePower Industries, Inc. from August 1996 until November 1999.

## PART II

### Item 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

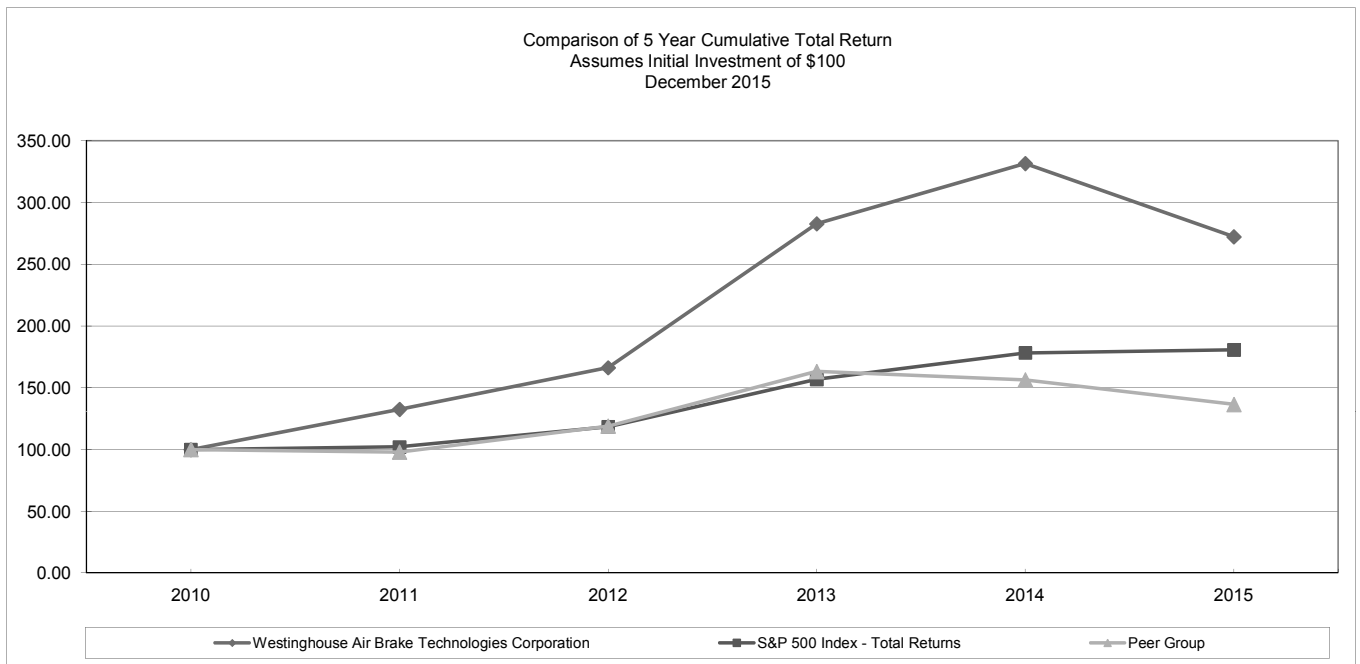
The Common Stock of the Company is listed on the New York Stock Exchange under the symbol “WAB”. As of February 16, 2016, there were 91,930,671 shares of Common Stock outstanding held by 513 holders of record. On May 14, 2013, our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock to 200.0 million shares. The high and low sales price of the shares and dividends declared per share were as follows:

<b>2015</b>	<b>High</b>	<b>Low</b>	<b>Dividends</b>
First Quarter .....	\$ 97.16	\$ 81.21	\$ 0.060
Second Quarter.....	\$ 105.10	\$ 93.49	\$ 0.060
Third Quarter.....	\$ 103.07	\$ 87.95	\$ 0.080
Fourth Quarter.....	\$ 94.61	\$ 67.96	\$ 0.080
<b>2014</b>	<b>High</b>	<b>Low</b>	<b>Dividends</b>
First Quarter .....	\$ 82.42	\$ 69.55	\$ 0.040
Second Quarter.....	\$ 83.77	\$ 69.45	\$ 0.040
Third Quarter.....	\$ 87.14	\$ 78.51	\$ 0.060
Fourth Quarter.....	\$ 92.20	\$ 70.20	\$ 0.060

The Company’s 2013 Refinancing Credit Agreement restricts the ability to make dividend payments, with certain exceptions. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and see Note 9 of “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.

At the close of business on February 16, 2016, the Company’s Common Stock traded at \$67.49 per share.

The following performance graph and related information shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission, nor shall such information be incorporated by reference to any future filings under the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, except to the extent that Wabtec specifically incorporates it by reference into such filing. The graph below compares the total stockholder return through December 31, 2015, of Wabtec’s common stock to, (i) the S&P 500, (ii) our former peer group of manufacturing companies which consisted of the following publicly traded companies: The Greenbrier Companies, L.B. Foster, Trinity Industries and Freight Car America; and (iii) our new peer group of manufacturing companies which consists of the following publicly traded companies: The Greenbrier Companies, Trinity Industries, AMETEK, Regal Beloit, Harsco, Valmont, Lincoln Electric, Kennametal, Pall, Crane, Donaldson, WABCO, ITT, Briggs & Stratton, IDEX, Woodward, Titan Wheel, Actuant and Koppers. The peer group was revised to better match the operations and products of Wabtec.



On November 9, 2015, the Board of Directors amended its stock repurchase authorization to \$350 million of the Company's outstanding shares. This new stock repurchase authorization supersedes the previous authorization of \$200 million of which about \$100.0 million remained. Through December 31, 2015, 4,042,123 shares have been repurchased under the new authorization totaling \$316.7 million leaving \$33.3 million remaining under the authorization. All purchases were made on the open market.

On February 9, 2016 the Board of Directors amended its stock repurchase authorization to \$350 million of the Company's outstanding shares. This new stock repurchase authorization supersedes the previous authorization of \$350 million of which \$33.3 million remained.

The Company intends to purchase shares on the open market or in negotiated or block trades. No time limit was set for the completion of the programs which conform to the requirements under the 2013 Refinancing Credit Agreement, as well as the senior notes currently outstanding.

During the first and second quarters of 2015, no shares were repurchased. During the third quarter of 2015, the Company repurchased 237,027 shares at an average price of \$94.23 per share. During the fourth quarter of 2015, 4,652,000 shares were repurchased at an average price of \$78.56 per share. All purchases were on the open market.

During the first quarter of 2014, the Company repurchased 27,500 shares at an average price of \$78.22 per share. During the second quarters of 2014, the Company repurchased 194,700 shares at an average price of \$74.33 per share. During the third quarter of 2014, the Company repurchased 124,600 shares at an average price of \$81.33 per share. During the fourth quarter of 2014, no shares were repurchased. All purchases were on the open market.



**Item 6. SELECTED FINANCIAL DATA**

The following table shows selected consolidated financial information of the Company and has been derived from audited financial statements. This financial information should be read in conjunction with, and is qualified by reference to, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Consolidated Financial Statements of the Company and the Notes thereto included elsewhere in this Form 10-K.

<i><u>In thousands, except per share amounts</u></i>	<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Income Statement Data</b>					
Net sales .....	\$ 3,307,998	\$ 3,044,454	\$ 2,566,392	\$ 2,391,122	\$ 1,967,637
Gross profit .....	1,047,816	935,982	764,027	694,567	570,424
Operating expenses.....	(440,249)	(408,873)	(326,717)	(302,288)	(299,723)
Income from operations .....	\$ 607,567	\$ 527,109	\$ 437,310	\$ 392,279	\$ 270,701
Interest expense, net .....	\$ (16,888)	\$ (17,574)	\$ (15,341)	\$ (14,251)	\$ (15,007)
Other (expense) income, net.....	(5,311)	(1,680)	(882)	(670)	(380)
Net income attributable to Wabtec shareholders .....	\$ 398,628	\$ 351,680	\$ 292,235	\$ 251,732	\$ 170,149
<b>Diluted Earnings per Common Share</b>					
Net income attributable to Wabtec shareholders (1).....	\$ 4.10	\$ 3.62	\$ 3.01	\$ 2.60	\$ 1.76
Cash dividends declared per share (1).....	\$ 0.28	\$ 0.20	\$ 0.13	\$ 0.08	\$ 0.04
Fully diluted shares outstanding (1) .....	97,006	96,885	96,832	96,742	96,657
<b>Balance Sheet Data</b>					
Total assets.....	\$ 3,300,335	\$ 3,303,841	\$ 2,821,997	\$ 2,351,542	\$ 2,158,953
Cash .....	226,191	425,849	285,760	215,766	285,615
Total debt.....	695,727	521,195	450,709	317,896	395,873
Shareholder' equity .....	1,701,339	1,808,298	1,587,167	1,282,017	1,047,644

- (1) Information above for net income attributable to Wabtec shareholders, cash dividends declared per share and fully diluted shares outstanding for all periods presented reflects the two-for-one split of the Company’s common stock, which occurred on May 14, 2013.

## **Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **OVERVIEW**

Wabtec is one of the world's largest providers of value-added, technology-based products and services for the global rail industry. Our products are found on virtually all U.S. locomotives, freight cars and passenger transit vehicles, as well as in more than 100 countries throughout the world. Our products enhance safety, improve productivity and reduce maintenance costs for customers, and many of our core products and services are essential in the safe and efficient operation of freight rail and passenger transit vehicles. Wabtec is a global company with operations in 20 countries. In 2015, about 47% of the Company's revenues came from customers outside the U.S.

#### *Management Review and Future Outlook*

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

The Company monitors a variety of factors and statistics to gauge market activity. Freight rail markets around the world are driven primarily by overall economic conditions and activity, while Transit markets are driven primarily by government funding and passenger ridership. Changes in these market drivers can cause fluctuations in demand for Wabtec's product and services. In its 2014 - 2019 study, UNIFE projected annual growth of about 2.7% in the worldwide rail supply market over the next several years, with the highest expected growth rates in Africa, the Middle East, and Latin America.

In North America, the AAR compiles statistics that gauge the level of activity in the freight rail industry, including revenue ton-miles and carloadings, which are generally referred to as "rail traffic". Based on changes in rail traffic trends, railroads can increase or decrease purchases of new locomotives and freight cars. In 2015, North American carloadings decreased 2.2%, including a 5.8% decrease in commodity carloadings and a 2.1% increase in intermodal carloadings. Deliveries of new locomotives decreased 20%, and deliveries of new freight cars increased 22%. In 2016, we expect locomotive and freight car deliveries to be lower than in 2015. UNIFE projected an annual growth rate of about 3.0% in North America, but the actual figure depends on the growth of the economy.

In North America, the American Public Transportation Association (APTA) compiles ridership statistics and trends. Based on preliminary figures for 2015, ridership decreased about 1.0% in the U.S. and about 1.0% in Canada. Ridership provides fare box revenues to transit authorities, which use these funds, along with state and local money, primarily, for equipment maintenance. In 2015, the U.S. Congress passed a new, five-year transportation funding bill, which includes an increase in spending of about 10.0% in the first year, and smaller increases in future years. A majority of the money that transit agencies spend to purchase new equipment or infrastructure comes from the federal government.

Wabtec continues to expand its presence in freight rail and passenger transit markets outside the U.S., particularly in Europe, Asia-Pacific and South America. To gauge activity in these markets, we monitor trends in rail traffic and the spending plans of our customers. In Europe, the majority of the rail system serves the passenger transit market, which is larger than the transit market in the U.S., our presence in the U.K., Germany and Italy has positioned the Company to take advantage of this market. UNIFE projected the Western European rail market to grow annually by about 2.0% in the next few years, with the United Kingdom and France expected to invest in new rolling stock. UNIFE projected the market in Asia-Pacific, the world's second largest according to the study, to grow annually by about 4.0%, primarily reflecting strong spending in China in recent years. Other growth markets around the world, according to UNIFE, include Latin America, projected to grow at about 5.0%; and the Commonwealth of Independent States, projected to grow at about 1.0%. Actual growth rates will be affected by the general global economic conditions and specific economic conditions in each market. Through wholly owned subsidiaries and joint ventures, Wabtec has a presence in every key freight rail and passenger transit market around the world.

In 2016 and beyond, general economic and market conditions in the United States and internationally will have an impact on our sales and operations. To the extent that these factors cause instability of capital markets, shortages of raw materials or component parts, longer sales cycles, deferral or delay of customer orders or an inability to market our products effectively, our business and results of operations could be materially adversely affected. In addition, we face risks associated with our four-point growth strategy including the level of investment that customers are willing to make in new technologies

developed by the industry and the Company, and risks inherent in global expansion. When necessary, we will modify our financial and operating strategies to reflect changes in market conditions and risks.

### **PROPOSED TRANSACTION WITH FAIVELEY TRANSPORT S.A.**

On July 27, 2015, the Company announced plans to acquire Faiveley Transport S.A. ("Faiveley Transport"), a leading global provider of value-added, integrated systems and services for the railway industry with annual sales of about \$1.2 billion and more than 5,700 employees in 24 countries. Faiveley Transport supplies railway manufacturers, operators and maintenance providers with a range of valued-added, technology-based systems and services in Energy & Comfort (air conditioning, power collectors and converters, and passenger information), Access & Mobility (passenger access systems and platform doors), and Brakes & Safety (braking systems and couplers).

The transaction has been structured in three steps:

- Wabtec made an irrevocable offer to the owners of approximately 51% of Faiveley Transport's shares for a purchase price of €100 per share, payable 25% in cash and 75% in Wabtec preferred stock. The preferred stock will have a 1% annual dividend or, if greater, the annual dividend assuming full conversion into common shares, and must be converted after three years into Wabtec common shares at an implied ratio of one Faiveley Transport common share for 1.125 Wabtec common shares. Shareholders owning 51% of Faiveley Transport have entered into exclusive discussions with Wabtec.
- Upon completion of required labor group consultations, on October 6, 2015, the 51% shareholders entered into a definitive share purchase agreement and Faiveley Transport entered into an acquisition agreement with Wabtec.
- Upon completing the share purchase, Wabtec will commence a tender offer for the remaining publicly traded Faiveley Transport shares. The public shareholders will have the option to elect to receive €100 per share in cash or Wabtec preferred stock. The preferred stock portion of the consideration is subject to a cap of 75% of Faiveley Transport's common shares. Wabtec intends to delist Faiveley Transport from Euronext after the tender offer if minority interests represent less than 5%.

The total purchase price offered is about \$1.8 billion, including assumed debt. Wabtec plans to fund the cash portion of the transaction with cash on hand, existing credit facilities and potentially other credit and debt financing. Prior to December 31, 2015, Wabtec set aside €186.9 million as an escrow deposit for the Faiveley Transport purchase. The combination of Wabtec and Faiveley Transport would create one of the world's largest public rail equipment companies, with revenues of about \$4.5 billion and a presence in all key freight rail and passenger transit geographies worldwide.

Closing of the transaction is subject to various conditions, including completion of regulatory requirements. These steps are currently on-going and the timing of completion is unknown.

## RESULTS OF OPERATIONS

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

<i>In thousands</i>	Year Ended December 31,		
	2015	2014	2013
Net sales .....	\$ 3,307,998	\$ 3,044,454	\$ 2,566,392
Cost of sales .....	(2,260,182)	(2,108,472)	(1,802,365)
Gross profit .....	1,047,816	935,982	764,027
Selling, general and administrative expenses .....	(347,373)	(324,539)	(262,718)
Engineering expenses .....	(71,213)	(61,886)	(46,289)
Amortization expense .....	(21,663)	(22,448)	(17,710)
Total operating expenses .....	(440,249)	(408,873)	(326,717)
Income from operations .....	607,567	527,109	437,310
Interest expense, net .....	(16,888)	(17,574)	(15,341)
Other (expense) income, net .....	(5,311)	(1,680)	(882)
Income from operations before income taxes .....	585,368	507,855	421,087
Income tax expense .....	(186,740)	(156,175)	(128,852)
Net income attributable to Wabtec shareholders .....	\$ 398,628	\$ 351,680	\$ 292,235

### 2015 COMPARED TO 2014

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

<i>In thousands</i>	For the year ended December 31,		
	2015	2014	Percent Change
Freight Segment .....	\$ 2,054,715	\$ 1,731,477	18.7 %
Transit Segment .....	1,253,283	1,312,977	(4.5)%
Net sales .....	3,307,998	3,044,454	8.7 %
Income from operations .....	607,567	527,109	15.3 %
Net income attributable to Wabtec shareholders .....	\$ 398,628	\$ 351,680	13.3 %

The following table shows the major components of the change in sales in 2015 from 2014:

<i>In thousands</i>	Freight	Transit	Total
	Segment	Segment	
2014 Net Sales .....	\$ 1,731,477	\$ 1,312,977	\$ 3,044,454
Acquisitions .....	145,529	117,291	262,820
<i>Change in Sales by Product Line:</i>			
Specialty Products & Electronics .....	145,680	10,776	156,456
Remanufacturing, Overhaul & Build .....	80,443	(53,883)	26,560
Brake Products .....	18,905	(23,094)	(4,189)
Other Transit Products .....	—	(10,408)	(10,408)
Other .....	(17,764)	1,894	(15,870)
Foreign exchange .....	(49,555)	(102,270)	(151,825)
2015 Net Sales .....	\$ 2,054,715	\$ 1,253,283	\$ 3,307,998

Net sales increased by \$263.5 million to \$3,308.0 million in 2015 from \$3,044.5 million in 2014. The increase is primarily due to a \$156.5 million increase for Specialty Products and Electronics sales from higher demand for freight original equipment products and aftermarket electronic and PTC electronic products. Acquisitions increased sales \$262.8 million and unfavorable foreign exchange decreased sales \$151.8 million.

Freight Segment sales increased by \$323.2 million, or 18.7%, primarily due to a \$145.7 million increase for Specialty Products and Electronics sales from higher demand for freight original equipment rail products, PTC electronics, and aftermarket rail products and \$80.4 million for Remanufacturing, Overhaul and Build products due to higher demand for aftermarket locomotive builds. Acquisitions increased sales by \$145.5 million and unfavorable foreign exchange decreased sales by \$49.6 million.

Transit Segment sales decreased by \$59.7 million, or 4.5%, due to a decrease of \$102.3 million related to unfavorable foreign exchange, a \$53.9 million decrease in Remanufacturing, Overhaul and Build from lower demand for original transit locomotive because a multi-year project was substantially completed in 2014, and a \$23.1 million decrease for Brake Products from lower demand for braking products in Europe and braking systems in North America. These decreases were partially offset by \$117.3 million in sales from acquisitions.

**Cost of Sales and Gross Profit** The following table shows the major components of cost of sales for the periods indicated:

<b>Twelve Months Ended December 31, 2015</b>						
<u><i>In thousands</i></u>	<b>Freight</b>	<b>Percentage of Sales</b>	<b>Transit</b>	<b>Percentage of Sales</b>	<b>Total</b>	<b>Percentage of Sales</b>
Material.....	\$ 854,728	41.6%	\$ 531,152	42.4%	\$ 1,385,880	41.9%
Labor .....	219,495	10.7%	156,357	12.5%	375,852	11.4%
Overhead .....	282,132	13.7%	182,501	14.6%	464,633	14.0%
Other/Warranty .....	5,926	0.3%	27,891	2.2%	33,817	1.0%
Total cost of sales .....	<u>\$ 1,362,281</u>	<u>66.3%</u>	<u>\$ 897,901</u>	<u>71.7%</u>	<u>\$ 2,260,182</u>	<u>68.3%</u>

<b>Twelve Months Ended December 31, 2014</b>						
<u><i>In thousands</i></u>	<b>Freight</b>	<b>Percentage of Sales</b>	<b>Transit</b>	<b>Percentage of Sales</b>	<b>Total</b>	<b>Percentage of Sales</b>
Material.....	\$ 730,395	42.2%	\$ 586,571	44.7%	\$ 1,316,966	43.3%
Labor .....	178,309	10.3%	165,260	12.6%	343,569	11.3%
Overhead .....	228,147	13.2%	196,481	15.0%	424,628	13.9%
Other/Warranty .....	1,691	0.1%	21,618	1.6%	23,309	0.8%
Total cost of sales .....	<u>\$ 1,138,542</u>	<u>65.8%</u>	<u>\$ 969,930</u>	<u>73.9%</u>	<u>\$ 2,108,472</u>	<u>69.3%</u>

Cost of Sales increased by \$151.7 million to \$2,260.2 million in 2015 compared to \$2,108.5 million in the same period of 2014. For the twelve months ended 2015, cost of sales as a percentage of sales was 68.3% compared to 69.3% in the same period of 2014. The decrease of cost of sales as a percentage of sales is due to lower material costs primarily due to lower original equipment transit locomotive sales and higher specialty product and electronics sales.

Freight Segment cost of sales increased 0.5% as a percentage of sales to 66.3% in 2015 compared to 65.8% for the same period of 2014. The increase is primarily related to slightly lower margins related to recent acquisitions, and cost overruns on a project nearing completion, partially offset by higher Specialty Products and Electronics sales.

Transit Segment cost of sales decreased 2.2% as a percentage of sales to 71.7% in 2015 compared to 73.9% for the same period in 2014. The decrease in 2015 is primarily due to lower material costs associated with lower original equipment locomotive sales and lower original equipment and aftermarket brake product sales which carry higher raw material content, partially offset by additional costs incurred on the closeout of several projects.

Included in cost of sales is warranty expense. The provision for warranty expense is generally established for specific losses, along with historical estimates of customer claims as a percentage of sales, which can cause variability in warranty expense between quarters. Warranty expense for the twelve months ended December 31, 2015 increased \$1.3 million to \$35.4 million from \$34.1 million in 2014 primarily due to increased sales.

Gross profit for the twelve months ended December 31, 2015 increased \$111.8 million to \$1,047.8 million from \$936.0 million for the twelve months ended December 2014 and the gross profit margin increased 100 basis points to 31.7% from 30.7% at December 31, 2014. These increases are due to higher sales volume, favorable sales mix, and the reasons discussed above.

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

<u>In thousands</u>	For the year ended December 31,			
	2015	Percentage of Sales	2014	Percentage of Sales
Selling, general and administrative expenses .....	\$ 347,373	10.5%	\$ 324,539	10.7%
Engineering expenses .....	71,213	2.2%	61,886	2.0%
Amortization expense .....	21,663	0.7%	22,448	0.7%
Total operating expenses .....	\$ 440,249	13.4%	\$ 408,873	13.4%

Total operating expenses were 13.4% for both the years ending December 31 2015, and 2014. Selling, general, and administrative expenses increased \$22.8 million, or 7.0%, primarily due to \$24.7 million of expenses from acquisitions partially offset by lower incentive and non-cash compensation expense and the effects of foreign exchange. Engineering expense increased by \$9.3 million, or 15.1%, primarily due to \$3.5 million of expenses from acquisitions. The remainder of the increase can be attributed to the company concentrating resources on new product development, specifically in the electronics market. Costs related to engineering for specific customer contracts are included in cost of sales. Amortization expense decreased \$0.8 million due to lower amortization of intangibles associated with acquisitions.

The following table shows our segment operating expenses:

<u>In thousands</u>	For the year ended December 31,			Percent Change
	2015	2014		
Freight Segment .....	\$ 208,773	\$ 188,929		10.5%
Transit Segment .....	205,415	196,776		4.4%
Corporate .....	26,061	23,168		12.5%
Total operating expenses .....	\$ 440,249	\$ 408,873		7.7%

Freight Segment operating expenses increased \$19.8 million, or 10.5%, in 2015 but decreased 70 basis points to 10.2% of sales. The increase primarily relates to \$8.4 million of incremental operating expenses from acquisitions and \$7.9 million for engineering attributable to the Company concentrating resources on new product development.

Transit Segment operating expenses increased \$8.6 million, or 4.4%, in 2015 and increased 140 basis points to 16.4% of sales. The increase is primarily related to \$19.8 million of incremental operating expenses related to acquisitions. This increase is partially offset by lower operating expenses due to foreign exchange.

Corporate non-allocated operating expenses increased \$2.9 million in 2015 primarily due to higher administrative and transaction costs associated with growing our business.

**Income from operations** Income from operations totaled \$607.6 million or 18.4% of sales in 2015 compared to \$527.1 million or 17.3% of sales in 2014. Income from operations increased due to higher sales volume, partially offset by increased operating expenses discussed above.

**Interest expense, net** Overall interest expense, net, decreased \$0.7 million in 2015 due to lower average debt balances.

**Other expense, net** Other expense, net, increased \$3.6 million to \$5.3 million for 2015, compared to 2014 primarily due to foreign exchange adjustments.

**Income taxes** The effective income tax rate was 31.9% and 30.8% in 2015 and 2014, respectively. The increase in the effective rate is primarily the result of a higher earnings mix in higher tax rate jurisdictions.

**Net income** Net income for 2015 increased 13.3% or \$46.9 million to \$398.6 million, compared to 2014. The increase in net income is due to the reasons discussed above.

## 2014 COMPARED TO 2013

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

<u><i>In thousands</i></u>	For the year ended December 31,		
	2014	2013	Percent Change
Freight Segment .....	\$ 1,731,477	\$ 1,398,103	23.8%
Transit Segment.....	1,312,977	1,168,289	12.4%
Net sales .....	3,044,454	2,566,392	18.6%
Income from operations .....	527,109	437,310	20.5%
Net income attributable to Wabtec shareholders .....	\$ 351,680	\$ 292,235	20.3%

The following table shows the major components of the change in sales in 2014 from 2013:

<u><i>In thousands</i></u>	Freight Segment	Transit Segment	Total
2013 Net Sales .....	\$ 1,398,103	\$ 1,168,289	\$ 2,566,392
Acquisition.....	93,259	136,121	229,380
<i>Change in Sales by Product Line:</i>			
Specialty Products & Electronics.....	184,504	210	184,714
Brake Products .....	55,483	28,705	84,188
Remanufacturing, Overhaul & Build .....	(13,844)	(39,894)	(53,738)
Other Transit Products .....	—	(2,212)	(2,212)
Other .....	26,205	(1,636)	24,569
Foreign exchange.....	(12,233)	23,394	11,161
2014 Net Sales .....	\$ 1,731,477	\$ 1,312,977	\$ 3,044,454

Net sales increased by \$478.1 million to \$3,044.5 million in 2014 from \$2,566.4 million in 2013. The increase is due to sales related to acquisitions of \$229.4 million, \$184.7 million for Specialty Products and Electronics sales from higher demand for freight original equipment products and aftermarket electronic products, and \$84.2 million for Brake Products sales due to higher demand for original equipment products for freight customers and aftermarket brakes from certain transit authorities. The increases were partially offset by lower sales for original equipment locomotives. Favorable foreign exchange increased sales \$11.2 million.

Freight Segment sales increased by \$333.4 million, or 23.8%, primarily due to a \$184.5 million for Specialty Products and Electronics sales from higher demand for freight original equipment rail products, positive train control electronics, and aftermarket rail products, acquisitions of \$93.3 million, and \$55.5 million for Brake Products due to higher demand for original equipment brakes. Unfavorable foreign exchange decreased sales \$12.2 million.

Transit Segment sales increased by \$144.7 million, or 12.4%, due to acquisitions of \$136.1 million and \$28.7 million from increased demand for aftermarket brakes from certain transit authorities. These increases were partially offset by \$39.9 million in lower sales for original equipment transit locomotives. Favorable foreign exchange increased net sales \$23.4 million.

**Cost of Sales and Gross Profit** The following table shows the major components of cost of sales for the periods indicated:

Twelve Months Ended December 31, 2014						
<i>In thousands</i>	Freight	Percentage of Sales	Transit	Percentage of Sales	Total	Percentage of Sales
Material.....	\$ 730,395	42.2%	\$ 586,571	44.7%	\$ 1,316,966	43.3%
Labor .....	178,309	10.3%	165,260	12.6%	343,569	11.3%
Overhead .....	228,147	13.2%	196,481	15.0%	424,628	13.9%
Other/Warranty.....	1,691	0.1%	21,618	1.6%	23,309	0.8%
Total cost of sales .....	\$ 1,138,542	65.8%	\$ 969,930	73.9%	\$ 2,108,472	69.3%

Twelve Months Ended December 31, 2013						
<i>In thousands</i>	Freight	Percentage of Sales	Transit	Percentage of Sales	Total	Percentage of Sales
Material.....	\$ 558,548	40.0%	\$ 536,766	45.9%	\$ 1,095,314	42.7%
Labor .....	154,324	11.0%	145,608	12.5%	299,932	11.7%
Overhead .....	199,755	14.3%	179,851	15.4%	379,606	14.8%
Other/Warranty.....	8,975	0.6%	18,538	1.6%	27,513	1.1%
Total cost of sales .....	\$ 921,602	65.9%	\$ 880,763	75.4%	\$ 1,802,365	70.3%

Cost of Sales increased by \$306.1 million to \$2,108.5 million in 2014 from \$1,802.4 million in 2013. Cost of sales, as a percentage of sales was 69.3% in 2014 and 70.2% in 2013.

Raw material costs were approximately 43% as a percentage of sales in 2014 and 2013. Labor costs decreased to approximately 11% as a percentage of sales in 2014 from 12% in 2013. Overhead costs as a percentage of sales decreased to approximately 14% in 2014 from 15% in 2013. Freight Segment raw material costs increased as a percentage of sales to approximately 42% in 2014 from 40% in 2013 due to the higher mix of revenue generated from freight and transit original equipment sales and aftermarket services, which have a higher raw material component as cost of sales. Freight Segment labor costs decreased from approximately 10% as a percentage of sales in 2014 from 11% in 2013, and overhead costs as a percentage of sales were approximately 13% in 2014 and 14% in 2013. Transit Segment raw material costs decreased as a percentage of sales to approximately 45% in 2014 from 46% in 2013, primarily due to lower original equipment locomotive sales, which have a higher raw material component. Transit Segment labor costs increased as a percentage of sales to approximately 13% in 2014 from 12% in 2013, and overhead costs remained unchanged at 15% for both 2014 and 2013. In general, overhead costs vary as a percentage of sales depending on product mix and changes in sales volume.

Included in cost of sales is warranty expense. The provision for warranty expense is generally established for specific losses, along with historical estimates of customer claims as a percentage of sales, which can cause variability in warranty expense between quarters. Warranty expense was \$11.1 million higher in 2014 compared to 2013 due to increased sales. As a percentage of sales, warranty expense was 0.6% in 2014 and 0.9% in 2013.

Gross profit increased to \$936.0 million in 2014 compared to \$764.0 million in 2013, due to higher sales volume and the reasons discussed above. For 2014 and 2013, gross profit, as a percentage of sales, was 30.7% and 29.8%, respectively.

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

<i>In thousands</i>	For the year ended December 31,			
	2014	Percentage of Sales	2013	Percentage of Sales
Selling, general and administrative expenses.....	\$ 324,539	10.7%	\$ 262,718	10.2%
Engineering expenses.....	61,886	2.0%	46,289	1.8%
Amortization expense.....	22,448	0.7%	17,710	0.7%
Total operating expenses .....	\$ 408,873	13.4%	\$ 326,717	12.7%

Total operating expenses were 13.4% and 12.7% of sales for the years ending December 31 2014, and 2013, respectively. Selling, general, and administrative expenses increased \$61.8 million, or 23.5%, primarily due to \$30.1 million of expenses from acquisitions and \$9.2 million of expenses related to higher incentive and non-cash compensation expense. In addition, selling, general and administrative expenses increased to support higher sales volumes. Engineering expense



increased by \$15.6 million, or 33.7%, primarily due to \$7.5 million of expenses from acquisitions. The remainder of the increase can be attributed to the company concentrating resources on new product development, specifically in the electronics market. Costs related to engineering for specific customer contracts are included in cost of sales. Amortization expense increased \$4.7 million due to amortization of intangibles associated with acquisitions.

The following table shows our segment operating expenses:

<u><i>In thousands</i></u>	For the year ended December 31,		
	2014	2013	Percent Change
Freight Segment .....	\$ 188,929	\$ 158,128	19.5%
Transit Segment.....	196,776	153,132	28.5%
Corporate .....	23,168	15,457	49.9%
Total operating expenses .....	\$ 408,873	\$ 326,717	25.1%

Freight Segment operating expenses increased \$30.8 million, or 19.5%, in 2014 but decreased 40 basis points to 10.9% of sales. The increase primarily relates to \$8.4 million of incremental operating expenses from acquisitions, \$8.2 million in higher corporate allocations mainly due to increased incentive compensation expense, and \$8.2 million for engineering attributable to the Company concentrating resources on new product development.

Transit Segment operating expenses increased \$43.6 million, or 28.5%, in 2014 and increased 190 basis points to 15.0% of sales. The increase is primarily related to \$33.9 million of incremental operating expenses related to acquisitions. In addition, Transit Segment engineering expenses increased to support new product development.

Corporate non-allocated operating expenses increased \$7.7 million in 2014 primarily due to higher administrative costs associated with growing our business.

**Income from operations** Income from operations totaled \$527.1 million or 17.3% of sales in 2014 compared to \$437.3 million or 17.0% of sales in 2013. Income from operations increased due to higher sales volume, partially offset by increased operating expenses discussed above.

**Interest expense, net** Overall interest expense, net, increased \$2.2 million in 2014 due to due to higher debt balances resulting from acquisitions, partially offset by lower average interest rates.

**Other expense, net** Other expense, net, increased \$0.8 million to \$1.7 million for 2014, compared to 2013.

**Income taxes** The effective income tax rate was 30.8% and 30.6% in 2014 and 2013, respectively. In 2014, the positive effect of an increase in foreign income taxed at lower statutory rates was offset by tax reserves required for uncertain tax positions in several jurisdictions.

**Net income** Net income for 2014 increased \$59.4 million to \$351.7 million, compared to 2013. The increase in net income is due to higher sales volume and lower effective tax rate, partially offset by higher operating expenses.

## Liquidity and Capital Resources

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

<u>In thousands</u>	For the year ended December 31,		
	2015	2014	2013
Cash provided by (used for):			
Operating activities .....	\$ 448,260	\$ 472,385	\$ 235,653
Investing activities .....	(380,136)	(347,678)	(258,692)
Financing activities:			
Proceeds from debt .....	787,400	563,400	959,067
Payments of debt .....	(612,680)	(493,819)	(829,842)
Stock repurchase .....	(387,787)	(26,757)	(32,998)
Cash dividends .....	(26,963)	(19,246)	(12,644)
Other .....	(8,884)	1,928	9,431

**Operating activities.** In 2015, 2014 and 2013, cash provided by operations was \$448.3 million, \$472.4 million and \$235.7 million, respectively. In comparison to 2014, cash provided by operations in 2015 decreased due to unfavorable working capital requirements partially offset by higher operating results. The unfavorable working capital requirements primarily related to an unfavorable change in accounts payable and accrued liabilities of \$132.0 million and \$86.9 million, respectively. These cash outflows were partially offset by a favorable change in accounts receivable of \$38.9 million driven by collections due to achieving certain project related milestones and a favorable change in inventory of \$84.2 million due to successful efforts to control the amount of inventory on hand.

In comparison to 2013, cash provided by operations in 2014 increased due to reduced working capital compared to the prior year, coupled with higher operating results. The major components of the higher cash inflows were as follows: a positive change in accounts receivable of \$132.3 million as the number of days to collect cash decreased, a positive change in other accrued liabilities and customer deposits of \$117.6 million, and a positive change in accrued income taxes due to payment timing. These cash inflows were partially offset by the following cash outflows: an unfavorable change in accounts payable of \$5.6 million due to payment timing, and an unfavorable change or increase of \$90.1 million in inventory as the Company held more inventory to support the higher backlog of orders in 2015.

**Investing activities.** In 2015, 2014 and 2013, cash used in investing activities was \$380.1 million, \$347.7 million and \$258.7 million, respectively. The major components of the cash outflow in 2015 were planned additions to property, plant, and equipment of \$49.4 million for continued investments in our facilities and manufacturing processes and \$129.6 million in net cash paid for acquisitions. This compares to \$47.7 million for property, plant, and equipment and \$300.4 million in net cash paid for acquisitions in 2014. Refer to Note 4 of the "Notes to Condensed Consolidated Financial Statements" for additional information on acquisitions.

**Financing activities.** In 2015, cash used for financing activities was \$248.9 million, which included \$787.4 million in proceeds from the revolving credit facility debt, \$612.7 million of repayments of debt on the revolving credit facility, \$27.0 million of dividend payments and \$387.8 million of Wabtec stock repurchases. In 2014, cash provided by financing activities was \$25.5 million, which included \$563.4 million in proceeds from the revolving credit facility debt, \$493.8 million of repayments of debt on the revolving credit facility, \$19.2 million of dividend payments and \$26.8 million of Wabtec stock repurchases.

The following table shows outstanding indebtedness at December 31, 2015 and 2014.

<u>In thousands</u>	December 31,	
	2015	2014
4.375% Senior Notes, due 2023 .....	\$ 250,000	\$ 250,000
Revolving Credit Facility .....	445,000	270,000
Capital Leases .....	727	1,195
Total .....	695,727	521,195
Less - current portion .....	433	792
Long-term portion .....	\$ 695,294	\$ 520,403

Cash balances at December 31, 2015 and 2014 were \$226.2 million and \$425.8 million, respectively.

### *2013 Refinancing Credit Agreement*

On December 19, 2013, the Company amended its existing revolving credit facility with a consortium of commercial banks. This “2013 Refinancing Credit Agreement” provides the company with a \$800.0 million, five- year revolving credit facility. The Company incurred approximately \$1.0 million of deferred financing cost related to the 2013 Refinancing Credit Agreement. The facility expires on December 19, 2018. The 2013 Refinancing Credit Agreement borrowings bear variable interest rates indexed as described below. At December 31, 2015, the Company had available bank borrowing capacity, net of \$21.9 million of letters of credit, of approximately \$333.1 million, subject to certain financial covenant restrictions.

Under the 2013 Refinancing Credit Agreement, the Company may elect a Base Rate of interest for U.S. Dollar denominated loans or, for certain currencies, an interest rate based on the London Interbank Offered Rate (“LIBOR”) of interest, or other rates appropriate for such currencies (in any case, “the Alternate Rate”). The Base Rate adjusts on a daily basis and is the greater of the Federal Funds Effective Rate plus 0.5% per annum, the PNC, N.A. prime rate or the Daily LIBOR Rate plus 100 basis points, plus a margin that ranges from 0 basis points to 75 basis points . The Alternate Rate is based on the quoted rates specific to the applicable currency, plus a margin that ranges from 75 basis points to 175 basis points. Both the Base Rate and Alternate Rate margins are dependent on the Company’s consolidated total indebtedness to cash flow ratios. The initial Base Rate margin is 0 basis points and the Alternate Rate margin is 75 basis points.

At December 31, 2015, the weighted average interest rate on the Company’s variable rate debt was 1.10%. On January 12, 2012, the Company entered into a forward starting interest rate swap agreement with a notional value of \$150.0 million. The effective date of the interest rate swap agreement is July 31, 2013, and the termination date is November 7, 2016. The impact of the interest rate swap agreement converts a portion of the Company’s outstanding debt from a variable rate to a fixed-rate borrowing. During the term of the interest rate swap agreement the interest rate on the notional value will be fixed at 1.415% plus the Alternate Rate margin. On June 5, 2014, the Company entered into a forward starting interest rate swap agreement with a notional value of \$150.0 million. The effective date of the interest rate swap agreement is November 7, 2016, and the termination date is December 19, 2018. The impact of the interest rate swap agreement converts a portion of the Company’s outstanding debt from a variable rate to a fixed-rate borrowing. During the term of the interest rate swap agreement the interest rate on the notional value will be fixed at 2.56% plus the Alternate Rate margin. As for these agreements, the Company is exposed to credit risk in the event of nonperformance by the counterparties. However, since only the cash interest payments are exchanged, exposure is significantly less than the notional amount. The counterparties are large financial institutions with an excellent credit rating and history of performance. The Company currently believes the risk of nonperformance is negligible.

The 2013 Refinancing Credit Agreement limits the Company’s ability to declare or pay cash dividends and prohibits the Company from declaring or making other distributions, subject to certain exceptions. The 2013 Refinancing Credit Agreement contains various other covenants and restrictions including the following limitations: incurrence of additional indebtedness; mergers, consolidations, sales of assets and acquisitions; additional liens; sale and leasebacks; permissible investments, loans and advances; certain debt payments; and imposes a minimum interest expense coverage ratio of 3.0 and a maximum debt to cash flow ratio of 3.25. The Company does not expect that these measurements will limit the Company in executing its operating activities. See Note 9 of “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.

### *2011 Refinancing Credit Agreement*

On November 7, 2011, the Company refinanced its existing revolving credit and term loan facility with a consortium of commercial banks. This “2011 Refinancing Credit Agreement” provided the Company with a \$600.0 million, five-year revolving credit facility. The Company incurred approximately \$1.9 million of deferred financing cost related to the 2011 Refinancing Credit Agreement. The facility was set to expire on November 7, 2016.

Under the 2011 Refinancing Credit Agreement, the Company may have elected a Base Rate of interest or an interest rate based on the London Interbank Offered Rate (“LIBOR”) of interest (“the Alternate Rate”). The Base Rate adjusted on a daily basis and was the greater of the Federal Funds Effective Rate plus 0.5% per annum, the PNC, N.A. prime rate or the Daily LIBOR Rate plus 100 basis points plus a margin that ranged from 0 basis points to 0.75 basis points. The Alternate Rate was based on quoted LIBOR rates plus a margin that ranged from 0.75 basis points to 175 basis points. Both the Base Rate and Alternate Rate margins were dependent on the Company’s consolidated total indebtedness to cash flow ratios. The current Base Rate margin was 0 basis points and the Alternate Rate margin was 100 basis points.

#### *4.375% Senior Notes Due August 2023*

In August 31, 2013, the Company issued \$250.0 million of Senior Notes due in 2023 (“the 2013 Notes”). Interest on the 2013 Notes accrues at a rate of 4.375% per annum and is payable semi-annually on February 15 and August 15 of each year. The proceeds were used to repay debt outstanding under the Company’s existing credit agreement, and for general corporate purposes. The principal balance is due in full at maturity. The Company incurred \$2.6 million of deferred financing costs related to the issuance of the 2013 Notes.

The 2013 Notes are senior unsecured obligations of the Company and rank pari passu with all existing and future senior debt and senior to all existing and future subordinated indebtedness of the Company. The indenture under which the 2013 Notes were issued contains covenants and restrictions which limit among other things, the following: the incurrence of indebtedness, payment of dividends and certain distributions, sale of assets, change in control, mergers and consolidations and the incurrence of liens.

The Company is in compliance with the restrictions and covenants in the indenture under which the 2013 Notes were issued and expects that these restrictions and covenants will not be any type of limiting factor in executing our operating activities.

#### *6.875% Senior Notes Due August 2013*

In August 31, 2003, the Company issued \$150.0 million of Senior Notes due in 2013 (“the 2003 Notes”). The 2003 Notes were issued at par. Interest on the 2003 Notes accrued at a rate of 6.875% per annum and was payable semi-annually on January 31 and July 31 of each year. The proceeds were used to repay debt outstanding under the Company’s existing credit agreement and for general corporate purposes. The Company paid off the 2003 Notes, which matured on July 31, 2013 utilizing available capacity under its 2011 Refinancing Credit Agreement.

## Contractual Obligations and Off-Balance Sheet Arrangements

The Company is obligated to make future payments under various contracts such as debt agreements, lease agreements and have certain contingent commitments such as debt guarantees. The Company has grouped these contractual obligations and off-balance sheet arrangements into operating activities, financing activities, and investing activities in the same manner as they are classified in the Statement of Consolidated Cash Flows to provide a better understanding of the nature of the obligations and arrangements and to provide a basis for comparison to historical information. The table below provides a summary of contractual obligations and off-balance sheet arrangements as of December 31, 2015:

<i>In thousands</i>	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Operating activities:					
Purchase obligations (1).....	\$ 118,032	\$ 44,441	\$ 50,146	\$ 21,634	\$ 1,811
Operating leases (2).....	97,816	18,106	25,708	18,984	35,018
Pension benefit payments (3).....	112,206	10,338	21,655	22,353	57,860
Postretirement benefit payments (4).....	12,222	1,378	2,550	2,476	5,818
Financing activities:					
Interest payments (5).....	99,254	15,910	31,809	21,912	29,623
Long-term debt (6).....	695,727	464	445,196	40	250,027
Dividends to shareholders (7).....	29,388	29,388	—	—	—
Investing activities:					
Capital projects (8).....	62,356	62,356	—	—	—
Other:					
Standby letters of credit (9).....	54,261	39,679	7,410	1,808	5,364
Total.....	<u>\$ 1,281,262</u>	<u>\$ 222,060</u>	<u>\$ 584,474</u>	<u>\$ 89,207</u>	<u>\$ 385,521</u>

- (1) Purchase obligations represent non-cancelable contractual obligations at December 31, 2015. In addition, the Company had \$254.3 million of open purchase orders for which the related goods or services had not been received. Although open purchase orders are considered enforceable and legally binding, their terms generally allow us the option to cancel, reschedule and adjust our requirements based on our business needs prior to the delivery of goods or performance of services.
- (2) Future minimum payments for operating leases are disclosed by year in Note 15 of the “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.
- (3) Annual payments to participants are expected to continue into the foreseeable future at the amounts or ranges noted. Pension benefit payments are based on actuarial estimates using current assumptions for discount rates, expected return on long-term assets and rate of compensation increases. The Company expects to contribute about \$6.2 million to pension plan investments in 2016. See further disclosure in Note 10 of the “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.
- (4) Annual payments to participants are expected to continue into the foreseeable future at the amounts or ranges noted. Postretirement payments are based on actuarial estimates using current assumptions for discount rates and health care costs. See further disclosure in Note 10 of the “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.
- (5) Interest payments are payable February and August of each year at 4.375% of \$250 million Senior Notes due in 2023. Interest payments for the Revolving Credit Facility and Capital Leases are based on contractual terms and the Company’s current interest rates.
- (6) Scheduled principal repayments of outstanding loan balances are disclosed in Note 9 of the “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report.
- (7) Shareholder dividends are subject to approval by the Company’s Board of Directors, currently at an annual rate of approximately \$29.4 million.
- (8) The annual capital expenditure budget is subject to approval by the Board of Directors. The 2016 budget amount was approved at the December 2015 Board of Directors meeting.
- (9) The \$54.3 million of standby letters of credit is comprised of \$53.8 million in outstanding letters of credit for performance and bid bond purposes and \$0.5 million in interest, which expire in various dates through 2050. Amounts include interest payments based on contractual terms and the Company’s current interest rate.

The above table does not reflect uncertain tax positions of \$10.6 million, the timing of which are uncertain except for \$2.1 million that may become payable during 2016. Refer to Note 11 of the “Notes to Consolidated Financial Statements” for additional information on uncertain tax positions.

*Obligations for operating activities.* The Company has entered into \$118.0 million of material long-term non-cancelable materials and supply purchase obligations. Operating leases represent multi-year obligations for rental of facilities and equipment. Estimated pension funding and post-retirement benefit payments are based on actuarial estimates using current assumptions for discount rates, expected return on long-term assets, rate of compensation increases and health care cost trend rates. Benefits paid for pension obligations were \$11.7 million and \$12.7 million in 2015 and 2014, respectively. Benefits paid for post-retirement plans were \$1.6 million and \$1.0 million in 2015 and in 2014, respectively.

*Obligations for financing activities.* Cash requirements for financing activities consist primarily of long-term debt repayments, interest payments and dividend payments to shareholders. The Company has historically paid quarterly dividends to shareholders, subject to quarterly approval by our Board of Directors, currently at a rate of approximately \$29.4 million annually.

The Company arranges for performance bonds to be issued by third party insurance companies to support certain long term customer contracts. At December 31, 2015 initial value of performance bonds issued on the Company's behalf is about \$203.4 million.

*Obligations for investing activities.* The Company typically spends approximately \$50 million to \$75 million a year for capital expenditures, primarily related to facility expansion efficiency and modernization, health and safety, and environmental control. The Company expects annual capital expenditures in the future will be within this range.

## **Forward Looking Statements**

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

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

### **Economic and industry conditions**

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

### **Operating factors**

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

**Competitive factors**

- the actions of competitors;

**Political/governmental factors**

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

**Transaction or commercial factors**

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

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

**Critical Accounting Estimates**

The preparation of the financial statements in accordance with generally accepted accounting principles requires Management to make judgments, estimates and assumptions regarding uncertainties that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Areas of uncertainty that require judgments, estimates and assumptions include the accounting for allowance for doubtful accounts, inventories, the testing of goodwill and other intangibles for impairment, warranty reserves, pensions and other postretirement benefits, stock based compensation and tax matters. Management uses historical experience and all available information to make these judgments and estimates, and actual results will inevitably differ from those estimates and assumptions that are used to prepare the Company's financial statements at any given time. Despite these inherent limitations, Management believes that Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) and the financial statements and related footnotes provide a meaningful and fair perspective of the Company. A discussion of the judgments and uncertainties associated with accounting for derivatives and environmental matters can be found in Notes 3 and 19, respectively, in the "Notes to Consolidated Financial Statements" included in Part IV, Item 15 of this report.

A summary of the Company's significant accounting policies is included in Note 3 in the "Notes to Consolidated Financial Statements" included in Part IV, Item 15 of this report and is incorporated by reference herein. Management believes that the application of these policies on a consistent basis enables the Company to provide the users of the financial statements with useful and reliable information about the Company's operating results and financial condition.

**Accounts Receivable and Allowance for Doubtful Accounts:**

*Description* The Company provides an allowance for doubtful accounts to cover anticipated losses on uncollectible accounts receivable.

*Judgments and Uncertainties* The allowance for doubtful accounts receivable reflects our best estimate of probable losses inherent in our receivable portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available evidence.

*Effect if Actual Results Differ From Assumptions* If our estimates regarding the collectability of troubled accounts, and/or our actual losses within our receivable portfolio exceed our historical experience, we may be exposed to the expense of increasing our allowance for doubtful accounts.

**Inventories:**

*Description* Inventories are stated at the lower of cost or market and are reviewed to ensure that an adequate provision is recognized for excess, slow moving and obsolete inventories.

*Judgments and Uncertainties* Cost is determined under the first-in, first-out (FIFO) method. Inventory costs include material, labor and overhead. The Company compares inventory components to prior year sales history and current backlog and anticipated future requirements. To the extent that inventory parts exceed estimated usage and demand, a reserve is recognized to reduce the carrying value of inventory. Also, specific reserves are established for known inventory obsolescence.

*Effect if Actual Results Differ From Assumptions* If the market value of our products were to decrease due to changing market conditions, the Company could be at risk of incurring write-downs to adjust inventory value to a market value lower than stated cost. If our estimates regarding sales and backlog requirements are inaccurate, we may be exposed to the expense of increasing our reserves for slow moving and obsolete inventory.

**Goodwill and Indefinite-Lived Intangibles:**

*Description* Goodwill and indefinite-lived intangibles are required to be tested for impairment at least annually. The Company performs its annual impairment test during the fourth quarter and more frequently when indicators of impairment are present. The Company reviews goodwill for impairment at the reporting unit level. The evaluation of impairment involves comparing the current fair value of the business to the recorded value (including goodwill).

*Judgments and Uncertainties* A number of significant assumptions and estimates are involved in the application of the impairment test, including the identification of macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, Wabtec specific events and share price trends and making the assessment on whether each relevant factor will impact the impairment test positively or negatively and the magnitude of any such amount.

*Effect if Actual Results Differ From Assumptions* Management considers historical experience and all available information at the time the fair values of its reporting units are estimated. However, actual amounts realized may differ from those used to evaluate the impairment of goodwill. If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to impairment losses that could be material to our results of operations. For example, based on the last quantitative analysis performed as of October 1, 2013, a decline in the terminal growth rate greater than 50 basis points would decrease fair market value by \$175.2 million, or an increase in the weighted-average cost of capital by 100 basis points would result in a decrease in fair market value by \$482.9 million. Even with such changes the fair value of the reporting units would be greater than their net book values, necessitating no Step 2 calculations. See Note 3 in the “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report for additional discussion regarding impairment testing.

**Warranty Reserves:**

*Description* The Company provides warranty reserves to cover expected costs from repairing or replacing products with durability, quality or workmanship issues occurring during established warranty periods.

*Judgments and Uncertainties* In general, reserves are provided for as a percentage of sales, based on historical experience. In addition, specific reserves are established for known warranty issues and their estimable losses.

*Effect if Actual Results Differ From Assumptions* If actual results are not consistent with the assumptions and judgments used to calculate our warranty liability, the Company may be at risk of realizing material gains or losses.

**Accounting for Pensions and Postretirement Benefits:**

*Description* The Company provides pension and postretirement benefits for its employees. These amounts are determined using actuarial methodologies and incorporate significant assumptions, including the rate used to discount the future estimated liability, the long-term rate of return on plan assets and several assumptions relating to the employee workforce (salary increases, medical costs, retirement age and mortality).

*Judgments and Uncertainties* Significant judgments and estimates are used in determining the liabilities and expenses for pensions and other postretirement benefits. The rate used to discount future estimated liabilities is determined considering the rates available at year-end on debt instruments that could be used to settle the obligations of the plan. The long-term rate of



return is estimated by considering historical returns and expected returns on current and projected asset allocations and is generally applied to a five-year average market value of assets. The differences between actual and expected asset returns are recognized in expense using the normal amortization of gains and losses per ASC 715.

*Effect if Actual Results Differ From Assumptions* If assumptions used in determining the pension and other postretirement benefits change significantly, these costs can fluctuate materially from period to period. The key assumptions in determining the pension and other postretirement expense and obligation include the discount rate, expected return on assets and health care cost trend rate. For example, a 1% decrease or increase in the discount rate used in determining the pension and postretirement expense would increase expense \$2.0 million or decrease expense \$2.3 million, respectively. A 1% decrease or increase in the discount rate used in determining the pension and postretirement obligation would increase the obligation \$34.7 million or decrease the obligation \$42.6 million, respectively. A 1% decrease or increase in the expected return on assets used in determining the pension expense would increase or decrease expense \$2.1 million, respectively. If the actual asset values at December 31, 2015 had been 1% lower, the amortization of losses in the following year would decrease \$0.1 million. A 1% decrease or increase in the health care cost trend rate used in determining the postretirement expense would increase the expense \$0.04 million or decrease expense \$0.02 million. A 1% decrease or increase in the health care cost trend rate used in determining the postretirement obligation would increase or decrease the obligation \$0.3 million, respectively.

### **Stock-based Compensation:**

*Description* The Company has issued incentive stock units to eligible employees that vest upon attainment of certain cumulative three-year performance goals. The program is structured as a rolling three-year plan; each year starts a new three-year performance cycle with the most recently commenced cycle being 2013-2015. No incentive stock units will vest for performance below the three-year cumulative threshold. The Company utilizes an economic profit measure for this performance goal. Economic profit is a measure of the extent to which the Company produces financial results in excess of its cost of capital. Based on the Company's achievement of the threshold and three-year cumulative performance, the stock units vested can range from 0% to 200% of the shares granted.

*Judgments and Uncertainties* Significant judgments and estimates are used in determining the estimated three-year performance, which is then used to estimate the total shares expected to vest over the three year vesting cycle and corresponding expense based on the grant date fair value of the award. When determining the estimated three-year performance, the Company utilizes a combination of historical actual results, budgeted results and forecasts. In the initial grant year of a performance cycle, the Company estimates the three-year performance at 100%. As actual performance results for a cycle begin to accumulate and the Company completes its budgeting and forecasting cycles the performance estimates are updated. These judgments and estimates are reviewed and updated on a quarterly basis.

*Effect if Actual Results Differ From Assumptions* If assumptions used in determining the estimated three-year performance change significantly, stock-based compensation expense related to the unvested incentive stock awards can fluctuate materially from period to period. For example a 10% decrease or increase in the estimated vesting percentage for incentive stock awards would decrease or increase stock-based compensation expense by approximately \$1.4 million and \$1.4 million, respectively.

### **Income Taxes:**

*Description* Wabtec records an estimated liability or benefit for income and other taxes based on what it determines will likely be paid in various tax jurisdictions in which it operates in accordance with ASC 740-10 Accounting for Income Taxes and Accounting for Uncertainty in Income Taxes.

*Judgments and Uncertainties* The estimate of our tax obligations are uncertain because Management must use judgment to estimate the exposures associated with our various filing positions, as well as realization of our deferred tax assets. ASC 740-10 establishes a recognition and measurement threshold to determine the amount of tax benefit that should be recognized related to uncertain tax positions.

*Effect if Actual Results Differ From Assumptions* Management uses its best judgment in the determination of these amounts. However, the liabilities ultimately realized and paid are dependent on various matters including the resolution of the tax audits in the various affected tax jurisdictions and may differ from the amounts recorded. An adjustment to the estimated liability would be recorded through income in the period in which it becomes probable that the amount of the actual liability differs from the recorded amount. A deferred tax valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

## **Revenue Recognition:**

*Description* Revenue is recognized in accordance with ASC-605 “Revenue Recognition.” The Company recognizes revenues on long-term contracts based on the percentage of completion method of accounting. The units-of-delivery method or other input-based or output-based measures, as appropriate, are used to measure the progress toward completion of individual contracts. Contract revenues and cost estimates are reviewed and revised at a minimum quarterly and adjustments are reflected in the accounting period as such amounts are determined. Certain pre-production costs relating to long term production and supply contracts have been deferred and will be recognized over the life of the contracts.

*Judgments and Uncertainties* Revenue is recognized when products have been shipped to the respective customers, title has passed and the price for the product has been determined. Contract accounting involves a judgmental process of estimating the total sales and costs for each contract, which results in the development of estimated profit margin percentages. For each contract with revenue recognized using the percentage of completion method, the amount reported as revenues is determined by calculating cost incurred to date as a percentage of the total expected contract costs to determine the percentage of total contract revenue to be recognized in the current period. Due to the size, duration and nature of many of our contracts, the estimation of total sales and costs through completion is complicated and subject to many variables. Total contract sales estimates are based on negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, and price adjustment clauses (such as inflation or index-based clauses). Total contract cost estimates are largely based on negotiated or estimated purchase contract terms, historical performance trends, business base and other economic projections. Factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements. For long-term contracts, revenues and cost estimates are reviewed and revised quarterly at a minimum and adjustments are reflected in the accounting period as such amounts are determined. Pre-production costs are recognized over the expected life of the contract usually based on the Company’s progress toward the estimated number of units expected to be delivered under the production or supply contract.

*Effect if Actual Results Differ From Assumptions* Should market conditions and customer demands dictate changes to our standard shipping terms, the Company may be impacted by longer than typical revenue recognition cycles. The development of expected contract costs and contract profit margin percentages involves procedures and personnel in all areas that provide financial or production information on the status of contracts. Due to the significance of judgment in the estimation process, it is likely that materially different revenue amounts could be recorded if we used different assumptions or if the underlying circumstances were to change. Changes in underlying assumptions/estimates, supplier performance, or circumstances may adversely or positively affect financial performance in future periods. If the combined profit margin for all contracts recognized on the percentage of completion method during 2015 had been estimated to be higher or lower by 1%, it would have increased or decreased revenue and gross profit for the year by approximately \$12.2 million. A few of our contracts are expected to be completed in a loss position. Provisions are made currently for estimated losses on uncompleted contracts. A charge to expense for unrecognized portions of pre-production costs could be realized if the Company’s estimate of the number of units to be delivered changes or the underlying contract is cancelled.

## **Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Interest Rate Risk**

In the ordinary course of business, Wabtec is exposed to risks that increases in interest rates may adversely affect funding costs associated with its variable-rate debt. The Company’s variable rate debt represents 42% and 23% of total long-term debt at December 31, 2015 and 2014, respectively. On an annual basis a 1% change in the interest rate for variable rate debt at December 31, 2015 would increase or decrease interest expense by about \$3.0 million.

To reduce the impact of interest rate changes on a portion of this variable-rate debt, the Company entered into interest rate swap agreements which effectively converted a portion of the debt from a variable to a fixed-rate borrowing during the term of the swap contracts. Refer to “Financial Derivatives and Hedging Activities” in Note 3 of “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report for additional information regarding interest rate risk.

### **Foreign Currency Exchange Risk**

The Company is subject to certain risks associated with changes in foreign currency exchange rates to the extent our operations are conducted in currencies other than the U.S. dollar. For the year ended December 31, 2015, approximately 53% of Wabtec’s net sales were in the United States, 11% in the United Kingdom, 6% in Canada, 6% in Mexico, 3% in Australia, 3% in Brazil, 3% in Germany, 3% in China, and 12% in other international locations. (See Note 20 of “Notes in Consolidated Financial Statements” included in Part IV, Item 15 of this report). To reduce the impact of changes in currency exchange rates, the Company has periodically entered into foreign currency forward contracts. Refer to “Financial Derivatives and Hedging

Activities” in Note 3 of “Notes to Consolidated Financial Statements” included in Part IV, Item 15 of this report for more information regarding foreign currency exchange risk.

Our market risk exposure is not substantially different from our exposure at December 31, 2014.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Financial statements and supplementary data are set forth in Item 15 of Part IV hereof.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There have been no disagreements with our independent registered public accountants.

**Item 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Wabtec’s principal executive officer and its principal financial officer have evaluated the effectiveness of Wabtec’s “disclosure controls and procedures,” (as defined in Exchange Act Rule 13a-15(e)) as of December 31, 2015. Based upon their evaluation, the principal executive officer and principal financial officer concluded that Wabtec’s disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by Wabtec in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and to provide reasonable assurance that information required to be disclosed by Wabtec in such reports is accumulated and communicated to Wabtec’s Management, including its principal executive officer and principal finance officer, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

There was no change in Wabtec’s “internal control over financial reporting” (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2015, that has materially affected, or is reasonably likely to materially affect, Wabtec’s internal control over financial reporting. Management’s annual report on internal control over financial reporting and the attestation report of the registered public accounting firm are included in Part IV, Item 15 of this report.

**Management’s Report on Internal Control over Financial Reporting**

Management’s Report on Internal Control Over Financial Reporting appears on page 59 and is incorporated herein by reference.

**Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting**

Ernst & Young LLP attestation report on internal control over financial reporting appears on page 61 and is incorporated herein by reference.

**Item 9B. OTHER INFORMATION**

None.

## PART III

### Items 10 through 14.

In accordance with the provisions of General Instruction G(3) to Form 10-K, the information required by Item 10 (Directors, Executive Officers and Corporate Governance), Item 11 (Executive Compensation), Item 12 (Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters), Item 13 (Certain Relationships and Related Transactions, and Director Independence) and Item 14 (Principal Accounting Fees and Services) is incorporated herein by reference from the Company's definitive Proxy Statement for its Annual Meeting of Stockholders to be held on May 11, 2016, except for the Equity Compensation Plan Information required by Item 12, which is set forth in the table below. The definitive Proxy Statement will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2015. Information relating to the executive officers of the Company is set forth in Part I.

Wabtec has adopted a Code of Ethics for Senior Officers which is applicable to all of our executive officers. As described in Item 1 of this report the Code of Ethics for Senior Officers is posted on our website at [www.wabtec.com](http://www.wabtec.com). In the event that we make any amendments to or waivers from this code, we will disclose the amendment or waiver and the reasons for such on our website.

This table provides aggregate information as of December 31, 2015 concerning equity awards under Wabtec's compensation plans and arrangements.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders	1,097,323	\$ 32.70	2,703,673
Equity compensation plans not approved by shareholders	—	—	—
Total	1,097,323	\$ 32.70	2,703,673

**PART IV**

**Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

The financial statements, financial statement schedules and exhibits listed below are filed as part of this annual report:

		<b>Page</b>	
(1)	<b>Financial Statements and Reports on Internal Control</b>		
	<u>Management’s Reports to Westinghouse Air Brake Technologies Corporation Shareholders</u>	44	
	<u>Report of Independent Registered Public Accounting Firm</u>	45	
	<u>Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting</u>	46	
	<u>Consolidated Balance Sheets as of December 31, 2015 and 2014</u>	47	
	<u>Consolidated Statements of Income for the three years ended December 31, 2015, 2014 and 2013</u>	48	
	<u>Consolidated Statements of Comprehensive Income for the three years ended December 31, 2015, 2014 and 2013</u>	49	
	<u>Consolidated Statements of Cash Flows for the three years ended December 31, 2015, 2014 and 2013</u>	50	
	<u>Consolidated Statements of Shareholders’ Equity for the three years ended December 31, 2015, 2014 and 2013</u>	51	
	<u>Notes to Consolidated Financial Statements</u>	52	
(2)	<b>Financial Statement Schedules</b>		
	<u>Schedule II—Valuation and Qualifying Accounts</u>	80	
	<b>Exhibits</b>		<b>Filing Method</b>
2.1	Offer relating to Faiveley Transport, S.A. among Financiere Faiveley S.A., Famille Faiveley Participations, Francois Faiveley, Erwan Faiveley, FW Acquisition, LLC, and Wabtec Corporation dated as of July 27, 2015	14	
2.2	Exclusivity Agreement among Financiere Faiveley S.A., Famille Faiveley Participations Francois Faiveley, Erwan Faiveley, FW Acquisition, LLC, and Wabtec Corporation dated as of July 27, 2015	14	
2.3	Share Purchase Agreement among Financiere Faiveley S.A., Famille Faiveley Participations Francois Faiveley, Erwan Faiveley, FW Acquisition, LLC and Wabtec Corporation dated as of October 6, 2015	15	
2.4	Tender Offer Agreement among Faiveley Transport S.A., FW Acquisition, LLC, and Wabtec Corporation dated as of October 6, 2015	15	
2.5	Shareholder's Agreement among Financiere Faiveley S.A., FW Acquisition, LLC, and Wabtec Corporation dated as of October 6, 2015	15	
3.1	Restated Certificate of Incorporation of the Company dated January 30, 1995, as amended December 31, 2003	9	
3.2	Certificate of Amendment of Restated Certificate of Incorporation dated May 14, 2013	11	
3.3	Amended and By-Laws of the Company, effective May 14, 2014	8	
4.1	Indenture, dated August 8, 2013 by and between the Company and Wells Fargo, National Association, as Trustee	12	
4.2	First Supplemental Indenture, dated August 8, 2013, by and between the Company and Wells Fargo Bank, National Association, as Trustee	12	
4.3	Form of 4.375% Senior Note due 2023 (included in Exhibit 4.2)	12	
10.1	Agreement of Sale and Purchase of the North American Operations of the Railway Products Group, an operating division of American Standard Inc. (now known as Trane), dated as of 1990 between Rail Acquisition Corp. and American Standard Inc. (only provisions on indemnification are reproduced)	2	
10.2	Letter Agreement (undated) between the Company and American Standard Inc. (now known as Trane) on environmental costs and sharing	2	

10.3	Purchase Agreement dated as of June 17, 1992 among the Company, Schuller International, Inc., Manville Corporation and European Overseas Corporation (only provisions on indemnification are reproduced)	2
10.4	Westinghouse Air Brake Company 1995 Non-Employee Directors' Fee and Stock Option Plan, as amended *	4
10.5	Westinghouse Air Brake Technologies Corporation 2000 Stock Incentive Plan, as amended *	4
10.6	Employment Agreement with Albert J. Neupaver, dated February 1, 2006 *	3
10.7	Form of Restricted Stock Agreement *	10
10.8	Westinghouse Air Brake Technologies Corporation 2011 Stock Incentive Plan *	5
10.9	Stock Purchase Agreement, by and among the Company, Standard Car Truck Company and Robclif, Inc., dated September 12, 2008	6
10.1	First Amended and Restated Refinancing Credit Agreement, dated as of December 19, 2013, by and among the Company, Wabtec Cooperatief UA, certain subsidiaries as the guarantors, the lenders party thereto and, PNC Bank, National Association, as Administrative Agent, PNC Capital Markets LLC, J.P. Morgan Securities, Inc., as Joint Lead Arranges and Joint Book Runners, JP Morgan Chase Bank, N.A. as Syndication Agent, Bank of America, N.A., and Citizens Bank of Pennsylvania, Branch Banking and Trust Company and The Bank of Toyko-Mitsubish UFJ, Ltd., as Co-Documentation Agents	13
10.1	Form of Employment Continuation Agreement entered into by the Company with Albert J. Neupaver, Raymond T. Betler, Charles F. Kovac, R. Mark Cox, David L. DeNinno, Patrick D. Dugan, Scott E. Wahlstrom and Timothy R. Wesley*	7
10.1	Wabtec Corporation Deferred Compensation Plan for Executive Officers and Directors as adopted December 10, 2009 *	10
10.1	Form of Agreement for Nonstatutory Stock Option under the 1995 Non-Employee Directors' Fee and Stock Option Plan, as amended *	10
10.1	Form of Agreement for Nonstatutory Stock Options under 2000 Stock Incentive Plan, as amended *	10
10.2	Form of Agreement for Nonstatutory Stock Options under 2011 Stock Incentive Plan as amended *	10
21.0	List of subsidiaries of the Company	1
23.1	Consent of Ernst & Young LLP	1
31.1	Rule 13a-14(a)/15d-14(a) Certifications	1
31.2	Rule 13a-14(a)/15d-14(a) Certifications	1
32.1	Section 1350 Certifications	1
101.INS	XBRL Instance Document.	1
101.SCH	XBRL Taxonomy Extension Calculation Linkbase Document	1
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	1
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	1
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	1
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	1

1 Filed herewith.

2 Filed as an exhibit to the Company's Registration Statement on Form S-1 (File No. 33-90866).

3 Filed as an exhibit to the Company's Quarterly Report on Form 10-Q (File No. 033-90866) for the period ended March 31, 2006.

4 Filed as an Annex to the Company's Schedule 14A Proxy Statement (File No. 1-13782) filed on April 13, 2006.

5 Filed as an Annex to the Company's Schedule 14A Proxy Statement (File No. 1-13782) filed on March 31, 2011.

6 Filed as an exhibit to the Company's Quarterly Report on Form 10-Q (File No. 1-13782) for the period ended September 30, 2008.

7 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782) dated July 2, 2009.

8 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated May 19, 2014.

- 9 Filed as an exhibit to the Company's Annual Report on Form 10-K (File No. 1-13782), dated February 25, 2011.
- 10 Filed as an exhibit to the Company's Annual Report on Form 10-K (File No. 1-13782), dated February 22, 2013.
- 11 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated May 15, 2013.
- 12 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated August 8, 2013.
- 13 Filed as an exhibit to the Company's Annual Report on Form 10-K (File No. 1-13782), dated February 21, 2014.
- 14 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated July 30, 2015.
- 15 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated October 6, 2015.

\* Management contract or compensatory plan.

## **MANAGEMENT'S REPORTS TO WABTEC SHAREHOLDERS**

### **Management's Report on Financial Statements and Practices**

The accompanying consolidated financial statements of Westinghouse Air Brake Technologies Corporation and subsidiaries (the "Company") were prepared by Management, which is responsible for their integrity and objectivity. The statements were prepared in accordance with U.S. generally accepted accounting principles and include amounts that are based on Management's best judgments and estimates. The other financial information included in the 10-K is consistent with that in the financial statements.

Management also recognizes its responsibility for conducting the Company's affairs according to the highest standards of personal and corporate conduct. This responsibility is characterized and reflected in key policy statements issued from time to time regarding, among other things, conduct of its business activities within the laws of host countries in which the Company operates and potentially conflicting outside business interests of its employees. The Company maintains a systematic program to assess compliance with these policies.

### **Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, Management has conducted an assessment, including testing, using the criteria in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (COSO). The Company's system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting standards. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has excluded Relay Monitoring Systems PTY Ltd. ("RMS"), Track IQ, Metalocaucho ("MTC"), and Railroad Controls, L.P. ("RCL") from its assessment of internal controls over financial reporting as of December 31, 2015 because the Company acquired RMS effective October 30, 2015, Track IQ effective October 8, 2015, MTC effective June 17, 2015, and RCL effective February 4, 2015. RMS, Track IQ, MTC, and RCL are wholly owned subsidiaries whose total assets represents 0.8%, 0.4%, 1.0%, and 2.8%, respectively, and whose total net assets represents 0.6%, 1.3%, 1.6%, and 5.2%, respectively, and whose customer revenues represents 0.0%, 0.1%, 0.4%, and 3.2%, respectively, and net income represents 0.0%, 0.2%, 0.0%, and 3.9%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2015.

Based on its assessment, Management has concluded that the Company maintained effective internal control over financial reporting as of December 31, 2015, based on criteria in Internal Control-Integrated Framework issued by the COSO. The effectiveness of the Company's internal control over financial reporting as of December 31, 2015, has been audited by Ernst & Young LLP, independent registered public accounting firm, as stated in their report which is included herein.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Westinghouse Air Brake Technologies Corporation:

We have audited the accompanying consolidated balance sheets of Westinghouse Air Brake Technologies Corporation as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the index at Item 15(a). These financial statements and schedule are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Westinghouse Air Brake Technologies Corporation as of December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Westinghouse Air Brake Technologies Corporation's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 19, 2016, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP  
Pittsburgh, Pennsylvania  
February 19, 2016

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Board of Directors and Shareholders of Westinghouse Air Brake Technologies Corporation:

We have audited Westinghouse Air Brake Technologies Corporation's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). Westinghouse Air Brake Technologies Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Relay Monitoring Systems PTY Ltd. ("RMS"), Track IQ, Metalocaucho ("MTC"), and Railroad Controls, L.P. ("RCL") which are included in the 2015 consolidated financial statements of Westinghouse Air Brake Technologies Corporation and constituted 0.8%, 0.4%, 1.0%, and 2.8%, respectively, of total assets and 0.6%, 1.3%, 1.6%, and 5.2%, respectively, of total net assets as of December 31, 2015, and 0.0%, 0.1%, 0.4%, and 3.2%, respectively, of net sales and 0.0%, 0.2%, 0.0%, and 3.9%, respectively, of net income for the year then ended. Our audit of internal control over financial reporting of Westinghouse Air Brake Technologies Corporation also did not include an evaluation of the internal control over financial reporting of RMS, Track IQ, Metalocaucho and RCL.

In our opinion, Westinghouse Air Brake Technologies Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Westinghouse Air Brake Technologies Corporation as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015, and our report dated February 19, 2016, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
February 19, 2016

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

<i>In thousands, except shares and par value</i>	December 31,	
	2015	2014
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents .....	\$ 226,191	\$ 425,849
Accounts receivable.....	494,975	443,464
Unbilled accounts receivable.....	103,814	187,762
Inventories .....	478,574	510,949
Deposits in Escrow .....	202,942	—
Deferred income taxes.....	71,658	43,953
Other assets .....	34,294	25,887
Total current assets .....	1,612,448	1,637,864
Property, plant and equipment .....	717,295	683,034
Accumulated depreciation .....	(364,102)	(343,923)
Property, plant and equipment, net .....	353,193	339,111
<b>Other Assets</b>		
Goodwill .....	858,532	862,338
Other intangibles, net .....	440,534	422,811
Other noncurrent assets.....	35,628	41,717
Total other assets.....	1,334,694	1,326,866
Total Assets.....	\$ 3,300,335	\$ 3,303,841
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable.....	\$ 319,525	\$ 399,845
Customer deposits.....	106,127	111,797
Accrued compensation .....	69,892	70,857
Accrued warranty.....	72,678	68,031
Current portion of long-term debt.....	433	792
Commitment and contingencies .....	494	762
Other accrued liabilities .....	95,627	86,718
Total current liabilities.....	664,776	738,802
Long-term debt.....	695,294	520,403
Accrued postretirement and pension benefits.....	55,765	81,908
Deferred income taxes.....	139,852	112,915
Commitment and contingencies .....	943	973
Accrued warranty.....	19,386	19,818
Other long-term liabilities .....	22,980	20,724
Total liabilities.....	1,598,996	1,495,543
<b>Shareholders' Equity</b>		
Preferred stock, 1,000,000 shares authorized, no shares issued.....	—	—
Common stock, \$.01 par value; 200,000,000 shares authorized: 132,349,534 shares issued and 91,836,106 and 96,274,395 outstanding at December 31, 2015 and December 31, 2014, respectively .....	1,323	1,323
Additional paid-in capital.....	469,326	448,531
Treasury stock, at cost, 40,513,428 and 36,075,139 shares, at December 31, 2015 and December 31, 2014, respectively .....	(775,124)	(392,262)
Retained earnings.....	2,280,801	1,909,136
Accumulated other comprehensive loss.....	(276,719)	(159,486)
Total Westinghouse Air Brake Technologies Corporation shareholders' equity.....	1,699,607	1,807,242
Non-controlling interest (minority interest).....	1,732	1,056
Total shareholders' equity .....	1,701,339	1,808,298
Total Liabilities and Shareholders' Equity .....	\$ 3,300,335	\$ 3,303,841

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

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**

Year Ended December 31,

2015                      2014                      2013

***In thousands, except per share data***

Net sales .....	\$	3,307,998	\$	3,044,454	\$	2,566,392
Cost of sales .....		(2,260,182)		(2,108,472)		(1,802,365)
Gross profit .....		1,047,816		935,982		764,027
Selling, general and administrative expenses .....		(347,373)		(324,539)		(262,718)
Engineering expenses .....		(71,213)		(61,886)		(46,289)
Amortization expense .....		(21,663)		(22,448)		(17,710)
Total operating expenses .....		(440,249)		(408,873)		(326,717)
Income from operations .....		607,567		527,109		437,310
Other income and expenses						
Interest expense, net .....		(16,888)		(17,574)		(15,341)
Other (expense), net .....		(5,311)		(1,680)		(882)
Income from operations before income taxes .....		585,368		507,855		421,087
Income tax expense .....		(186,740)		(156,175)		(128,852)
Net income attributable to Wabtec shareholders .....	\$	398,628	\$	351,680	\$	292,235
<b>Earnings Per Common Share</b>						
Basic						
Net income attributable to Wabtec shareholders .....	\$	4.14	\$	3.66	\$	3.05
Diluted						
Net income attributable to Wabtec shareholders .....	\$	4.10	\$	3.62	\$	3.01
Weighted average shares outstanding						
Basic .....		96,074		95,781		95,463
Diluted .....		97,006		96,885		96,832

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

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2015	2014	2013
<i><u>In thousands, except per share data</u></i>			
Net income attributable to Wabtec shareholders .....	\$ 398,628	\$ 351,680	\$ 292,235
Foreign currency translation (loss) gain .....	(132,899)	(111,776)	5,345
Unrealized (loss) gain on derivative contracts .....	(1,202)	(338)	810
Unrealized gain (loss) on pension benefit plans and post-retirement benefit plans .....	26,689	(18,508)	21,102
Other comprehensive (loss) income before tax .....	(107,412)	(130,622)	27,257
Income tax benefit (expense) related to components of			
other comprehensive (loss) income .....	(9,821)	5,992	(8,549)
Other comprehensive (loss) income, net of tax .....	(117,233)	(124,630)	18,708
Comprehensive income attributable to Wabtec shareholders .....	\$ 281,395	\$ 227,050	\$ 310,943

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

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	December 31,		
	2015	2014	2013
<i><u>In thousands, except per share data</u></i>			
<b>Operating Activities</b>			
Net income attributable to Wabtec shareholders .....	\$ 398,628	\$ 351,680	\$ 292,235
Adjustments to reconcile net income to cash provided by operations:			
Depreciation and amortization .....	64,734	61,261	51,193
Stock-based compensation expense .....	26,019	26,134	24,107
Deferred income taxes .....	4,981	(7,054)	15,248
Loss (gain) on disposal of property, plant and equipment .....	587	812	(15)
Excess income tax benefits from exercise of stock options .....	(2,584)	(3,020)	(4,266)
Changes in operating assets and liabilities, net of acquisitions			
Accounts receivable and unbilled accounts receivable .....	21,500	(17,413)	(149,699)
Inventories .....	20,147	(64,089)	26,060
Accounts payable .....	(76,650)	55,378	60,976
Accrued income taxes .....	21,740	23,763	(15,033)
Accrued liabilities and customer deposits .....	(14,837)	68,729	(48,831)
Other assets and liabilities .....	(16,005)	(23,796)	(16,322)
Net cash provided by operating activities .....	448,260	472,385	235,653
<b>Investing Activities</b>			
Purchase of property, plant and equipment .....	(49,428)	(47,662)	(41,238)
Proceeds from disposal of property, plant and equipment .....	1,784	421	6,000
Acquisitions of business, net of cash acquired .....	(129,550)	(300,437)	(223,454)
Deposit in escrow .....	(202,942)	—	—
Net cash used for investing activities .....	(380,136)	(347,678)	(258,692)
<b>Financing Activities</b>			
Proceeds from debt .....	787,400	563,400	959,067
Payments of debt .....	(612,680)	(493,819)	(829,842)
Stock re-purchase .....	(387,787)	(26,757)	(32,998)
Proceeds from exercise of stock options and other benefit plans .....	3,097	3,337	5,165
Excess income tax benefits from exercise of stock options .....	2,584	3,020	4,266
Payment of income tax withholding on share-based compensation .....	(14,565)	—	—
Earn-out settlement .....	—	(4,429)	—
Cash dividends (\$0.28, \$0.20 and \$0.13 per share for the years ended December 31, 2015, 2014 and 2013) .....	(26,963)	(19,246)	(12,644)
Net cash (used for) provided by financing activities .....	(248,914)	25,506	93,014
Effect of changes in currency exchange rates .....	(18,868)	(10,124)	19
(Decrease) increase in cash .....	(199,658)	140,089	69,994
Cash, beginning of year .....	425,849	285,760	215,766
Cash, end of year .....	<u>\$ 226,191</u>	<u>\$ 425,849</u>	<u>\$ 285,760</u>

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

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

<i>In thousands, except share and per share data</i>	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
<b>Balance, December 31, 2012</b>	132,349,534	\$ 1,323	\$ 381,348	(36,518,656)	\$ (349,388)	\$1,297,111	\$ (53,564)	\$1,276,830
Cash dividends (\$0.13 dividend per share) .....	—	—	—	—	—	(12,644)	—	(12,644)
Proceeds from treasury stock issued from the exercise of stock								
options and other benefit plans, net of tax .....	—	—	11,815	586,175	9,417	—	—	21,232
Stock based compensation .....	—	—	21,896	—	—	—	—	21,896
Net income .....	—	—	—	—	—	292,235	—	292,235
Translation adjustment .....	—	—	—	—	—	—	5,345	5,345
Unrealized (loss) on foreign exchange contracts, net of \$61 tax .....	—	—	—	—	—	—	(195)	(195)
Unrealized gain on interest rate swap contracts, net of \$422 tax .....	—	—	—	—	—	—	644	644
Stock re-purchase .....	—	—	—	(507,105)	(32,998)	—	—	(32,998)
<b>Balance, December 31, 2013</b>	132,349,534	1,323	415,059	(36,439,586)	(372,969)	1,576,702	(34,856)	1,585,259
Cash dividends (\$0.20 dividend per share) .....	—	—	—	—	—	(19,246)	—	(19,246)
Proceeds from treasury stock issued from the exercise of stock								
options and other benefit plans, net of tax .....	—	—	9,997	711,247	7,464	—	—	17,461
Stock based compensation .....	—	—	23,475	—	—	—	—	23,475
Net income .....	—	—	—	—	—	351,680	—	351,680
Translation adjustment .....	—	—	—	—	—	—	(111,776)	(111,776)
Unrealized loss on foreign exchange contracts, net of \$31 tax .....	—	—	—	—	—	—	(23)	(23)
Unrealized loss on interest rate swap contracts, net of \$136 tax .....	—	—	—	—	—	—	(210)	(210)
Change in pension and post-retirement benefit plans, net of \$5,887 tax .....	—	—	—	—	—	—	(12,621)	(12,621)
Stock re-purchase .....	—	—	—	(346,800)	(26,757)	—	—	(26,757)
<b>Balance, December 31, 2014</b>	132,349,534	1,323	448,531	(36,075,139)	(392,262)	1,909,136	(159,486)	1,807,242
Cash dividends (\$0.28 dividend per share) .....	—	—	—	—	—	(26,963)	—	(26,963)
Proceeds from treasury stock issued from the exercise of stock								
options and other benefit plans, net of tax .....	—	—	(2,918)	450,738	4,925	—	—	2,007
Stock based compensation .....	—	—	23,713	—	—	—	—	23,713
Net income .....	—	—	—	—	—	398,628	—	398,628
Translation adjustment .....	—	—	—	—	—	—	(132,899)	(132,899)
Unrealized loss on foreign exchange contracts, net of \$14 tax .....	—	—	—	—	—	—	(66)	(66)
Unrealized loss on interest rate swap contracts, net of \$444 tax .....	—	—	—	—	—	—	(678)	(678)
Change in pension and post-retirement benefit plans, net of \$10,279 tax .....	—	—	—	—	—	—	16,410	16,410
Stock re-purchase .....	—	—	—	(4,889,027)	(387,787)	—	—	(387,787)
<b>Balance, December 31, 2015</b>	132,349,534	\$ 1,323	\$ 469,326	(40,513,428)	\$ (775,124)	\$2,280,801	\$ (276,719)	\$1,699,607

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. BUSINESS

Wabtec is one of the world's largest providers of value-added, technology-based products and services for the global rail industry. Our products are found on virtually all U.S. locomotives, freight cars and passenger transit vehicles, as well as in more than 100 countries throughout the world. Our products enhance safety, improve productivity and reduce maintenance costs for customers, and many of our core products and services are essential in the safe and efficient operation of freight rail and passenger transit vehicles. Wabtec is a global company with operations in 20 countries. In 2015, about 47% of the Company's revenues came from customers outside the U.S.

### 2. PROPOSED TRANSACTION WITH FAIVELEY TRANSPORT S.A.

On July 27, 2015, the Company announced plans to acquire Faiveley Transport S.A. ("Faiveley Transport"), a leading global provider of value-added, integrated systems and services for the railway industry with annual sales of about \$1.2 billion and more than 5,700 employees in 24 countries. Faiveley Transport supplies railway manufacturers, operators and maintenance providers with a range of valued-added, technology-based systems and services in Energy & Comfort (air conditioning, power collectors and converters, and passenger information), Access & Mobility (passenger access systems and platform doors), and Brakes & Safety (braking systems and couplers).

The transaction has been structured in three steps:

- Wabtec made an irrevocable offer to the owners of approximately 51% of Faiveley Transport's shares for a purchase price of €100 per share, payable 25% in cash and 75% in Wabtec preferred stock. The preferred stock will have a 1% annual dividend or, if greater, the annual dividend assuming full conversion into common shares, and must be converted after three years into Wabtec common shares at an implied ratio of one Faiveley Transport common share for 1.125 Wabtec common shares. Shareholders owning 51% of Faiveley Transport have entered into exclusive discussions with Wabtec.
- Upon completion of required labor group consultations, on October 6, 2015, the 51% shareholders entered into a definitive share purchase agreement and Faiveley Transport entered into an acquisition agreement with Wabtec.
- Upon completing the share purchase, Wabtec will commence a tender offer for the remaining publicly traded Faiveley Transport shares. The public shareholders will have the option to elect to receive €100 per share in cash or Wabtec preferred stock. The preferred stock portion of the consideration is subject to a cap of 75% of Faiveley Transport's common shares. Wabtec intends to delist Faiveley Transport from Euronext after the tender offer if minority interests represent less than 5%.

The total purchase price offered is about \$1.8 billion, including assumed debt. Wabtec plans to fund the cash portion of the transaction with cash on hand, existing credit facilities and potentially other credit and debt financing. Prior to December 31, 2015, Wabtec set aside €186.9 million as an escrow deposit for the Faiveley Transport purchase. The combination of Wabtec and Faiveley Transport would create one of the world's largest public rail equipment companies, with revenues of about \$4.5 billion and a presence in all key freight rail and passenger transit geographies worldwide.

Closing of the transaction is subject to various conditions, including completion of regulatory requirements. These steps are currently on-going and the timing of completion is unknown.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Principles of Consolidation** The consolidated financial statements include the accounts of the Company and its majority owned subsidiaries. Such statements have been prepared in accordance with U.S. generally accepted accounting principles. Sales between subsidiaries are billed at prices consistent with sales to third parties and are eliminated in consolidation.

**Capital Structure** On May 14, 2013, our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock to 200.0 million shares. In addition, on May 14, 2013, our Board of Directors approved a two-for-one split of the Company's issued and outstanding common stock in the form of a 100% stock dividend. The increase in the authorized shares and the stock split became effective on May 14, 2013 and June 11, 2013, respectively.

The Company issued approximately 66.2 million shares of its common stock as a result of the two-for-one stock split. The par value of the Company's common stock remained unchanged at \$0.01 per share.



Information regarding shares of common stock (except par value per share), retained earnings, and net income per common share attributable to Wabtec shareholders for all periods presented reflects the two-for-one split of the Company's common stock. The number of shares of the Company's common stock issuable upon exercise of outstanding stock options and vesting of other stock-based awards was proportionally increased, and the exercise price per share thereof was proportionally decreased, in accordance with the terms of the stock incentive plans.

**Cash Equivalents** Cash equivalents are highly liquid investments purchased with an original maturity of three months or less.

**Allowance for Doubtful Accounts** The allowance for doubtful accounts receivable reflects our best estimate of probable losses inherent in our receivable portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available evidence. The allowance for doubtful accounts was \$5.6 million and \$6.3 million as of December 31, 2015 and 2014, respectively.

**Inventories** Inventories are stated at the lower of cost or market. Cost is determined under the first-in, first-out (FIFO) method. Inventory costs include material, labor and overhead.

**Property, Plant and Equipment** Property, plant and equipment additions are stated at cost. Expenditures for renewals and improvements are capitalized. Expenditures for ordinary maintenance and repairs are expensed as incurred. The Company provides for book depreciation principally on the straight-line method. Accelerated depreciation methods are utilized for income tax purposes.

**Leasing Arrangements** The Company conducts a portion of its operations from leased facilities and finances certain equipment purchases through lease agreements. In those cases in which the lease term approximates the useful life of the leased asset or the lease meets certain other prerequisites, the leasing arrangement is classified as a capital lease. The remaining arrangements are treated as operating leases.

**Intangible Assets** Goodwill and other intangible assets with indefinite lives are not amortized. Other intangibles (with definite lives) are amortized on a straight-line basis over their estimated economic lives. Amortizable intangible assets are reviewed for impairment when indicators of impairment are present. The Company tests goodwill and indefinite-lived intangible assets for impairment at least annually. The Company performs its annual impairment test during the fourth quarter after the annual forecasting process is completed, and also tests for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Periodically, Management of the Company assesses whether or not an indicator of impairment is present that would necessitate an impairment analysis be performed.

For 2015, the Company opted to perform a qualitative goodwill assessment and determined that step two was not necessary. In assessing the qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we assess relevant events and circumstances that may impact the fair value and the carrying amount of the reporting unit. The identification of relevant events and circumstances and how these may impact a reporting unit's fair value or carrying amount involve significant judgments and assumptions. The judgment and assumptions include the identification of macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, Wabtec specific events and share price trends and making the assessment on whether each relevant factor will impact the impairment test positively or negatively and the magnitude of any such impact.

If our qualitative assessment concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company then performs a two-step impairment test. In the first step of the quantitative assessment, our assets and liabilities, including existing goodwill and other intangible assets, are assigned to the identified reporting units to determine the carrying value of the reporting units. The Company reviews goodwill for impairment at the reporting unit level. The Company prepares its goodwill impairment analysis by comparing the estimated fair value of each reporting unit, using an income approach (a discounted cash flow model) as well as a market approach, with its carrying value. The income approach and the market approach are equally weighted in arriving at fair value, which the Company has applied consistently. The discounted cash flow model requires several assumptions including future sales growth, EBIT (earnings before interest and taxes) margins and capital expenditures for the reporting units. The discounted cash flow model also requires the use of a discount rate and a terminal revenue growth rate (the revenue growth rate for the period beyond the three years forecasted by the reporting units), as well as projections of future operating margins. The market approach requires several assumptions including EBITDA (earnings before interest, taxes, depreciation and amortization) multiples for comparable companies that operate in the same markets as the Company's reporting units.

**Warranty Costs** Warranty costs are accrued based on Management's estimates of repair or upgrade costs per unit and historical experience. Warranty expense was \$35.4 million, \$34.1 million and \$22.9 million for 2015, 2014 and 2013, respectively. Accrued warranty was \$92.1 million and \$87.8 million at December 31, 2015 and 2014, respectively.

**Income Taxes** Income taxes are accounted for under the liability method. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws. The provision for income taxes includes federal, state and foreign income taxes.

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

**Financial Derivatives and Hedging Activities** The Company has entered into foreign currency forward contracts to reduce the impact of changes in currency exchange rates. Foreign currency forward contracts are agreements with a counterparty to exchange two distinct currencies at a set exchange rate for delivery on a set date at some point in the future. There is no exchange of funds until the delivery date. At the delivery date the Company can either take delivery of the currency or settle on a net basis. At December 31, 2015, the Company had no material foreign currency forward contracts.

To reduce the impact of interest rate changes on a portion of its variable-rate debt, the Company has entered into two forward starting interest rate swap agreement with a notional value of \$150 million. As of December 31, 2015, the Company has recorded a current liability of \$4.5 million and a corresponding offset in accumulated other comprehensive loss of \$2.7 million, net of tax, related to these agreements. For further information regarding the forward starting interest rate swap agreements, see Footnote 9.

**Foreign Currency Translation** Assets and liabilities of foreign subsidiaries, except for the Company's Mexican operations whose functional currency is the U.S. Dollar, are translated at the rate of exchange in effect on the balance sheet date while income and expenses are translated at the average rates of exchange prevailing during the period. Foreign currency gains and losses resulting from transactions, and the translation of financial statements are recorded in the Company's consolidated financial statements based upon the provisions of Accounting Standards Codification ("ASC") 830, "Foreign Currency Matters." The effects of currency exchange rate changes on intercompany transactions and balances of a long-term investment nature are accumulated and carried as a component of accumulated other comprehensive loss. The effects of currency exchange rate changes on intercompany transactions that are denominated in a currency other than an entity's functional currency are charged or credited to earnings. Foreign exchange transaction losses recognized in other (expense) income, net were \$4.7 million, \$2.4 million and \$3.5 million for 2015, 2014 and 2013, respectively.

**Noncontrolling Interests** In accordance with ASC 810, the Company has classified noncontrolling interests as equity on our condensed consolidated balance sheets as of December 31, 2015 and 2014. Net income attributable to noncontrolling interests for the years ended December 31, 2015, 2014 and 2013 was not material.

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

**Revenue Recognition** Revenue is recognized in accordance with ASC 605 "Revenue Recognition," The Company recognized revenue when the following criteria are met: 1) persuasive evidence of an arrangement exists; 2) delivery has occurred; 3) an established sales price has been set with the customer; 4) collection of the sale revenue from the customer is reasonably assured; and 5) no contingencies exist. Delivery is considered to have occurred when the customer assumes the risk and rewards of ownership. The Company estimates and records provisions for quantity rebates and sales returns and allowances as an offset to revenue in the same period the related revenue is recognized, based upon its experience. These items are included as a reduction in deriving net sales.

In general, the Company recognizes revenues on long-term contracts based on the percentage of completion method of accounting. The units-of-delivery method or other input-based or output-based measures, as appropriate, are used to measure the progress toward completion of individual contracts. Contract revenues and cost estimates are reviewed and revised quarterly at a minimum and adjustments are reflected in the accounting period as such amounts are determined. Provisions are made currently for estimated losses on uncompleted contracts. Unbilled accounts receivables were \$103.8 million and \$187.8 million, customer deposits were \$106.1 million and \$111.8 million, and provisions for loss contracts were \$11.8 million and \$7.1 million at December 31, 2015 and 2014, respectively.

Certain pre-production costs relating to long-term production and supply contracts have been deferred and will be recognized over the life of the contracts. Deferred pre-production costs were \$30.3 million and \$24.9 million at December 31, 2015 and 2014, respectively.

**Significant Customers and Concentrations of Credit Risk** The Company's trade receivables are from rail and transit industry original equipment manufacturers, Class I railroads, railroad carriers and commercial companies that utilize rail cars in their operations, such as utility and chemical companies. No one customer accounted for more than 10% of the Company's consolidated net sales in 2015, 2014 or 2013.

**Shipping and Handling Fees and Costs** All fees billed to the customer for shipping and handling are classified as a component of net revenues. All costs associated with shipping and handling is classified as a component of cost of sales.

**Research and Development** Research and development costs are charged to expense as incurred. For the years ended December 31, 2015, 2014 and 2013, the Company incurred costs of approximately \$71.2 million, \$61.9 million, and \$46.3 million, respectively.

**Employees** As of December 31, 2015, approximately 30% of the Company's workforce was covered by collective bargaining agreements. These agreements are generally effective from 2015 through 2017. Agreements expiring in 2015 cover approximately 26% of the Company's workforce.

**Earnings Per Share** Basic and diluted earnings per common share is computed in accordance with ASC 260 "Earnings Per Share." Unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and included in the computation of earnings per share pursuant to the two-class method included in ASC 260-10-55. (See Note 12 "Earnings Per Share" included herein)

**Use of Estimates** The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from the estimates. On an ongoing basis, Management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

**Recent Accounting Pronouncements** In April 2015, the FASB issued Accounting Standards Update No. 2015-3, "Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-3") which changes the presentation of debt issuance costs in financial statements to present such costs as a direct deduction from the related debt liability rather than as an asset. ASU 2015-3 will become effective for public companies during interim and annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material impact to the financial statements. The Company will make the required changes in the first quarter of 2016.

In May 2014, the FASB issued ASU no. 2014-9, "Revenue from Contract with Customers." The ASU will supersede most of the existing revenue recognition requirements in U.S. GAAP and will require entities to recognize revenue at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer. The new standard also requires significantly expanded disclosures regarding the qualitative and quantitative information of an entity's nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Board voted to propose that the standard would take effect for reporting periods beginning after December 15, 2017 and that early adoption would be allowed as of the original effective date. The Company is currently evaluating the impact the pronouncement will have on the consolidated financial statements and related disclosures.

In November 2015, the FASB issued ASU No. 2015-17, "Balance Sheet Classification of Deferred Taxes" as part of their simplification initiatives. The update requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The update is effective for financial periods beginning after December 15, 2017; however, early application is permitted. The adoption of this standard is not expected to have a material impact to the financial statements.

#### 4. ACQUISITIONS

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

- On October 30, 2015, the Company acquired Relay Monitoring Systems PTY Ltd. (“RMS”), an Australian based manufacturer of electrical protection and control products for a purchase price of approximately \$18.7 million, net of cash acquired, resulting in preliminary goodwill of \$7.6 million, none of which will be deductible for tax purposes.
- On October 8, 2015, the Company acquired Track IQ, an Australian based manufacturer of wayside censor systems for the global rail industry for a purchase price of approximately \$9.1 million, net of cash acquired, resulting in preliminary goodwill of \$6.4 million, all of which will be deductible for tax purposes.
- On February 4, 2015, the Company acquired Railroad Controls L.P. (“RCL”), a U.S. based provider of railway signal construction services for a purchase price of approximately \$78.0 million, net of cash acquired, resulting in preliminary goodwill of \$14.9 million, all of which will be deductible for tax purposes.
- On September 3, 2014, the Company acquired C2CE Pty Ltd. (“C2CE”), a leading provider of railway signal design services in Australia, for a purchase price of approximately \$25.5 million, net of cash acquired, resulting in additional goodwill of \$15.9 million, none of which will be deductible for tax purposes.

For the RMS, Track IQ, and RCL acquisitions, the following table summarizes the preliminary estimated fair values of the assets acquired and liabilities assumed at the date of the acquisitions. For the C2CE acquisition, the following table summarizes the final fair value of assets acquired and liabilities assumed at the date of acquisition.

	<b>RMS</b>	<b>Track IQ</b>	<b>RCL</b>	<b>C2CE</b>
	<b>October 30,</b>	<b>October 8,</b>	<b>February 4,</b>	<b>September 3,</b>
	<b>2015</b>	<b>2015</b>	<b>2015</b>	<b>2014</b>
<i><b>In thousands</b></i>				
Current assets.....	\$ 3,605	\$ 660	\$ 16,421	\$ 9,812
Property, plant & equipment .....	1,378	187	11,983	1,853
Goodwill .....	7,584	6,440	14,940	15,896
Other intangible assets.....	10,426	3,246	40,403	3,654
Total assets acquired .....	22,993	10,533	83,747	31,215
Total liabilities assumed.....	(4,283)	(1,430)	(5,736)	(5,736)
Net assets acquired .....	\$ 18,710	\$ 9,103	\$ 78,011	\$ 25,479

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

- On June 17, 2015, the Company acquired Metalocaucho (“MTC”), a manufacturer of transit products, primarily rubber components for suspension and vibration control systems, for a purchase price of approximately \$23.4 million, net of cash acquired, resulting in preliminary goodwill of \$12.1 million, none of which will be deductible for tax purposes.
- On August 21, 2014, the Company acquired Dia-Frag, a leading manufacturer of friction products in Brazil, for a purchase price of approximately \$70.6 million, net of cash acquired, resulting in additional goodwill of \$35.9 million, none of which will be deductible for tax purposes.
- On June 6, 2014, the Company acquired Fandstan Electric Group Ltd. (“Fandstan”), a leading rail and industrial equipment manufacturer for a variety of markets, including rail and tram transportation, industrial and energy, for a purchase price of approximately \$199.4 million, net of cash acquired, resulting in additional goodwill of \$62.5 million, none of which will be deductible for tax purposes.

For the MTC acquisition, the following table summarizes the preliminary estimated fair values of the assets acquired and liabilities assumed at the date of acquisition. For the Dia-Frag and Fandstan acquisitions, the following table summarizes the final fair values of the assets acquired and liabilities assumed at the date of the acquisitions.

	<b>MTC</b>	<b>Dia-Frag</b>	<b>Fandstan</b>
	<b>June 17, 2015</b>	<b>August 19, 2014</b>	<b>June 6, 2014</b>
<i><u>In thousands</u></i>			
Current assets.....	\$ 10,906	\$ 12,158	\$ 124,280
Property, plant & equipment .....	1,510	13,749	67,948
Goodwill .....	12,141	35,850	62,476
Other intangible assets.....	7,649	26,150	50,598
Other assets .....	114	66	216
Total assets acquired.....	32,320	87,973	305,518
Total liabilities assumed.....	(8,960)	(17,332)	(106,114)
Net assets acquired.....	\$ 23,360	\$ 70,641	\$ 199,404

The 2015 acquisitions listed above include escrow deposits of \$36.7 million, which may be released to the Company for indemnity and other claims in accordance with the purchase and escrow agreements.

The total goodwill and other intangible assets for acquisitions listed in the tables above was \$297.4 million, of which \$155.3 million and \$142.1 million was related to goodwill and other intangible assets, respectively. Of the allocation of \$142.1 million of acquired intangible assets, \$106.0 million was assigned to customer relationships, \$27.4 million was assigned to trade names, \$2.4 million was assigned to non-compete agreements and \$6.3 million was assigned to customer backlog. The trade names are considered to have an indefinite useful life while the customer relationships' useful life is 20 years and the non-compete agreements' useful life is five years.

The following unaudited pro forma financial information presents income statement results as if the acquisitions listed above had occurred January 1, 2014:

<i><u>In thousands</u></i>	<b>For the year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Net sales .....	\$ 3,340,294	\$ 3,309,365
Gross profit .....	1,061,080	1,022,391
Net income attributable to Wabtec shareholders .....	400,692	380,076
Diluted earnings per share		
As Reported .....	\$ 4.10	\$ 3.62
Pro forma.....	\$ 4.13	\$ 3.91

## 5. SUPPLEMENTAL CASH FLOW DISCLOSURES

<i><u>In thousands</u></i>	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Interest paid during the year.....	\$ 19,372	\$ 18,445	\$ 15,601
Income taxes paid during the year, net of amount refunded .....	\$ 147,958	\$ 125,212	\$ 137,945
Business acquisitions:			
Fair value of assets acquired.....	155,274	454,596	267,306
Liabilities assumed .....	20,409	124,005	44,846
Cash paid.....	134,865	330,591	222,460
Less cash acquired .....	5,681	30,154	671
Net cash paid.....	\$ 129,184	\$ 300,437	\$ 221,789

On November 9, 2015, the Board of Directors amended its stock repurchase authorization to \$350 million of the Company's outstanding shares. Through December 31, 2015, purchases have totaled \$316.7 million leaving \$33.3 million under the authorization.

On February 9, 2016 the Board of Directors amended its stock repurchase authorization to \$350 million of the Company's outstanding shares. This new stock repurchase authorization supersedes the previous authorization of \$350 million of which \$33.3 million remained.

The Company intends to purchase shares on the open market or in negotiated or block trades. No time limit was set for the completion of the programs which conform to the requirements under the 2013 Refinancing Credit Agreement, as well as the Notes currently outstanding.

During the first and second quarters of 2015, no shares were repurchased. During the third quarter of 2015, the Company repurchased 237,027 shares at an average price of \$94.23 per share. During the fourth quarter of 2015, 4,652,000 shares were repurchased at an average price of \$78.56 per share. All purchases were on the open market.

During the first quarter of 2014, the Company repurchased 27,500 shares at an average price of \$78.22 per share. During the second quarters of 2014, the Company repurchased 194,700 shares at an average price of \$74.33 per share. During the third quarter of 2014, the Company repurchased 124,600 shares at an average price of \$81.33 per share. During the fourth quarter of 2014, no shares were repurchased. All purchases were on the open market.

## 6. INVENTORIES

The components of inventory, net of reserves, were:

<u>In thousands</u>	December 31,	
	2015	2014
Raw materials .....	\$ 180,128	\$ 222,059
Work-in-progress .....	171,217	154,094
Finished goods .....	127,229	134,796
Total inventories.....	<u>\$ 478,574</u>	<u>\$ 510,949</u>

## 7. PROPERTY, PLANT & EQUIPMENT

The major classes of depreciable assets are as follows:

<u>In thousands</u>	December 31,	
	2015	2014
Machinery and equipment .....	\$ 502,086	\$ 476,467
Buildings and improvements .....	170,668	180,227
Land and improvements.....	41,671	23,440
Locomotive leased fleet .....	2,870	2,900
PP&E .....	717,295	683,034
Less: accumulated depreciation .....	(364,102)	(343,923)
Total .....	<u>\$ 353,193</u>	<u>\$ 339,111</u>

The estimated useful lives of property, plant and equipment are as follows:

	<u>Years</u>
Land improvements .....	10 to 20
Building and improvements .....	20 to 40
Machinery and equipment .....	3 to 15

Depreciation expense was \$43.1 million, \$38.8 million, and \$33.5 million for 2015, 2014 and 2013, respectively.

## 8. INTANGIBLES

Goodwill and other intangible assets with indefinite lives are not amortized. Other intangibles with definite lives are amortized on a straight-line basis over their estimated economic lives. Goodwill and indefinite lived intangible assets are reviewed annually during the fourth quarter for impairment (See Note 3 "Summary of Significant Accounting Policies" included herein). Goodwill and indefinite live intangible assets were not impaired at December 31, 2015 and 2014.

The change in the carrying amount of goodwill by segment for the year ended December 31, 2015 is as follows:

<u>In thousands</u>	<u>Freight Segment</u>	<u>Transit Segment</u>	<u>Total</u>
Balance at December 31, 2014 .....	\$ 515,067	\$ 347,271	\$ 862,338
Adjustment to preliminary purchase allocation .....	(1,210)	(4,056)	(5,266)
Acquisitions .....	28,964	12,140	41,104
Foreign currency impact .....	(10,856)	(28,788)	(39,644)
Balance at December 31, 2015 .....	<u>\$ 531,965</u>	<u>\$ 326,567</u>	<u>\$ 858,532</u>

As of December 31, 2015 and 2014, the Company's trademarks had a net carrying amount of \$167.4 million and \$170.1 million, respectively, and the Company believes these intangibles have indefinite lives. Intangible assets of the Company, other than goodwill and trademarks, consist of the following:

<u>In thousands</u>	<u>December 31,</u>	
	<u>2015</u>	<u>2014</u>
Patents, non-compete and other intangibles, net of accumulated amortization of \$40,936 and \$39,780 .....	\$ 11,403	\$ 14,722
Customer relationships, net of accumulated amortization of \$70,493 and \$56,684 .....	261,751	237,983
Total .....	<u>\$ 273,154</u>	<u>\$ 252,705</u>

The remaining weighted average useful lives of patents, customer relationships and intellectual property were 10 years, 16 years and 14 years respectively. Amortization expense for intangible assets was \$21.7 million, \$22.4 million, and \$17.7 million for the years ended December 31, 2015, 2014, and 2013, respectively.

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

2016 .....	\$ 20,775
2017 .....	18,889
2018 .....	18,146
2019 .....	17,478
2020 .....	17,018

## 9. LONG-TERM DEBT

Long-term debt consisted of the following:

<u>In thousands</u>	<u>December 31,</u>	
	<u>2015</u>	<u>2014</u>
4.375% Senior Notes, due 2023 .....	\$ 250,000	\$ 250,000
Revolving Credit Facility .....	445,000	270,000
Capital Leases .....	727	1,195
Total .....	695,727	521,195
Less - current portion .....	433	792
Long-term portion .....	<u>\$ 695,294</u>	<u>\$ 520,403</u>

### *2013 Refinancing Credit Agreement*

On December 19, 2013, the Company amended its existing revolving credit facility with a consortium of commercial banks. This "2013 Refinancing Credit Agreement" provides the company with a \$800.0 million, five-year revolving credit facility. The Company incurred approximately \$1.0 million of deferred financing cost related to the 2013 Refinancing Credit Agreement. The facility expires on December 19, 2018. The 2013 Refinancing Credit Agreement borrowings bear variable interest rates indexed as described below. At December 31, 2015, the Company had available bank borrowing capacity, net of \$21.9 million of letters of credit, of approximately \$333.1 million, subject to certain financial covenant restrictions.

Under the 2013 Refinancing Credit Agreement, the Company may elect a Base Rate of interest for U.S. Dollar denominated loans or, for certain currencies, an interest rate based on the London Interbank Offered Rate (“LIBOR”) of interest, or other rates appropriate for such currencies (in any case, “the Alternate Rate”). The Base Rate adjusts on a daily basis and is the greater of the Federal Funds Effective Rate plus 0.5% per annum, the PNC, N.A. prime rate or the Daily LIBOR Rate plus 100 basis points, plus a margin that ranges from 0 basis points to 75 basis points. The Alternate Rate is based on the quoted rates specific to the applicable currency, plus a margin that ranges from 75 basis points to 175 basis points. Both the Base Rate and Alternate Rate margins are dependent on the Company’s consolidated total indebtedness to cash flow ratios. The initial Base Rate margin is 0 basis points and the Alternate Rate margin is 75 basis points.

At December 31, 2015 the weighted average interest rate on the Company’s variable rate debt was 1.10%. On January 12, 2012, the Company entered into a forward starting interest rate swap agreement with a notional value of \$150.0 million. The effective date of the interest rate swap agreement is July 31, 2013, and the termination date is November 7, 2016. The impact of the interest rate swap agreement converts a portion of the Company’s outstanding debt from a variable rate to a fixed-rate borrowing. During the term of the interest rate swap agreement the interest rate on the notional value will be fixed at 1.415% plus the Alternate Rate margin. On June 5, 2014, the Company entered into a forward starting interest rate swap agreement with a notional value of \$150.0 million. The effective date of the interest rate swap agreement is November 7, 2016, and the termination date is December 19, 2018. The impact of the interest rate swap agreement converts a portion of the Company’s outstanding debt from a variable rate to a fixed-rate borrowing. During the term of the interest rate swap agreement the interest rate on the notional value will be fixed at 2.56% plus the Alternate Rate margin. As for these agreements, the Company is exposed to credit risk in the event of nonperformance by the counterparties. However, since only the cash interest payments are exchanged, exposure is significantly less than the notional amount. The counterparties are large financial institutions with an excellent credit rating and history of performance. The Company currently believes the risk of nonperformance is negligible.

The 2013 Refinancing Credit Agreement limits the Company’s ability to declare or pay cash dividends and prohibits the Company from declaring or making other distributions, subject to certain exceptions. The 2013 Refinancing Credit Agreement contains various other covenants and restrictions including the following limitations: incurrence of additional indebtedness; mergers, consolidations, sales of assets and acquisitions; additional liens; sale and leasebacks; permissible investments, loans and advances; certain debt payments; and imposes a minimum interest expense coverage ratio of 3.0 and a maximum debt to cash flow ratio of 3.25. The Company does not expect that these measurements will limit the Company in executing our operating activities.

#### *2011 Refinancing Credit Agreement*

On November 7, 2011, the Company refinanced its existing revolving credit and term loan facility with a consortium of commercial banks. This “2011 Refinancing Credit Agreement” provided the company with a \$600.0 million, five-year revolving credit facility. The Company incurred approximately \$1.9 million of deferred financing cost related to the 2011 Refinancing Credit Agreement. The facility was set to expire on November 7, 2016.

Under the 2011 Refinancing Credit Agreement, the Company may have elected a Base Rate of interest or an interest rate based on the London Interbank Offered Rate (“LIBOR”) of interest (“the Alternate Rate”). The Base Rate adjusted on a daily basis and was the greater of the Federal Funds Effective Rate plus 0.5% per annum, the PNC, N.A. prime rate or the Daily LIBOR Rate plus 100 basis points plus a margin that ranged from 0 basis points to 75 basis points. The Alternate Rate was based on quoted LIBOR rates plus a margin that ranged from 75 basis points to 175 basis points. Both the Base Rate and Alternate Rate margins were dependent on the Company’s consolidated total indebtedness to cash flow ratios. The current Base Rate margin was 0 basis points and the Alternate Rate margin was 100 basis points.

#### *4.375% Senior Notes Due August 2023*

In August 31, 2013, the Company issued \$250.0 million of Senior Notes due in 2023 (“the 2013 Notes”). Interest on the 2013 Notes accrues at a rate of 4.375% per annum and is payable semi-annually on February 15 and August 15 of each year. The proceeds were used to repay debt outstanding under the Company’s existing credit agreement, and for general corporate purposes. The principal balance is due in full at maturity. The Company incurred \$2.6 million of deferred financing costs related to the issuance.

The 2013 Notes are senior unsecured obligations of the Company and rank pari passu with all existing and future senior debt and senior to all existing and future subordinated indebtedness of the Company. The indenture under which the 2013 Notes were issued contains covenants and restrictions which limit among other things, the following: the incurrence of indebtedness,



payment of dividends and certain distributions, sale of assets, change in control, mergers and consolidations and the incurrence of liens.

The Company is in compliance with the restrictions and covenants in the indenture under which the 2013 Notes were issued and expects that these restrictions and covenants will not be any type of limiting factor in executing our operating activities.

*6.875% Senior Notes Due August 2013*

In August 31, 2003, the Company issued \$150.0 million of Senior Notes due in 2013 (“the 2003 Notes”). The 2003 Notes were issued at par. Interest on the 2003 Notes accrued at a rate of 6.875% per annum and was payable semi-annually on January 31 and July 31 of each year. The proceeds were used to repay debt outstanding under the Company’s existing credit agreement and for general corporate purposes. The Company paid off the 2003 Notes, which matured on July 31, 2013 utilizing available capacity under the 2011 Refinancing Credit Agreement.

*Debt and Capital Leases*

Scheduled principal repayments of debt and capital lease balances as of December 31, 2015 are as follows:

2016.....	\$	464
2017.....		128
2018.....		445,068
2019.....		29
2020.....		11
Future years .....		250,027
Total.....	\$	<u>695,727</u>

## 10. EMPLOYEE BENEFIT PLANS

### Defined Benefit Pension Plans

The Company sponsors defined benefit pension plans that cover certain U.S., Canadian, German, and United Kingdom employees and which provide benefits of stated amounts for each year of service of the employee. The Company uses a December 31 measurement date for the plans.

The following tables provide information regarding the Company's defined benefit pension plans summarized by U.S. and international components.

#### Obligations and Funded Status

<i>In thousands</i>	U.S.		International	
	2015	2014	2015	2014
<b>Change in projected benefit obligation</b>				
Obligation at beginning of year	\$ (50,154)	\$ (47,090)	\$ (219,225)	\$ (170,931)
Service cost	(381)	(334)	(2,015)	(2,138)
Interest cost	(1,914)	(2,070)	(7,091)	(8,102)
Employee contributions	—	—	(503)	(385)
Plan curtailments and amendments	—	—	—	473
Benefits paid	3,628	5,083	8,028	7,616
Acquisition	—	—	—	(39,381)
Actuarial gain (loss)	2,701	(5,743)	3,084	(23,335)
Effect of currency rate changes	—	—	22,411	16,958
Obligation at end of year	<u>\$ (46,120)</u>	<u>\$ (50,154)</u>	<u>\$ (195,311)</u>	<u>\$ (219,225)</u>
<b>Change in plan assets</b>				
Fair value of plan assets at beginning of year	\$ 41,503	\$ 42,980	\$ 182,254	\$ 156,705
Actual return on plan assets	(235)	3,606	6,572	17,363
Employer contributions	—	—	6,746	6,036
Employee contributions	—	—	503	385
Benefits paid	(3,628)	(5,083)	(8,028)	(7,616)
Acquisition	—	—	—	23,444
Effect of currency rate changes	—	—	(19,978)	(14,063)
Fair value of plan assets at end of year	<u>\$ 37,640</u>	<u>\$ 41,503</u>	<u>\$ 168,069</u>	<u>\$ 182,254</u>
<b>Funded status</b>				
Fair value of plan assets	\$ 37,640	\$ 41,503	\$ 168,069	\$ 182,254
Benefit obligations	(46,120)	(50,154)	(195,311)	(219,225)
Funded status	<u>\$ (8,480)</u>	<u>\$ (8,651)</u>	<u>\$ (27,242)</u>	<u>\$ (36,971)</u>
<b>Amounts recognized in the statement of financial position consist of:</b>				
Noncurrent assets	\$ —	\$ —	\$ 5,554	\$ 2,424
Current liabilities	—	—	(362)	(398)
Noncurrent liabilities	(8,480)	(8,651)	(32,434)	(38,997)
Net amount recognized	<u>\$ (8,480)</u>	<u>\$ (8,651)</u>	<u>\$ (27,242)</u>	<u>\$ (36,971)</u>
<b>Amounts recognized in accumulated other comprehensive income (loss) consist of:</b>				
Initial net obligation	\$ —	\$ —	\$ (275)	\$ (449)
Prior service cost	(11)	(13)	(80)	(157)
Net actuarial loss	(23,305)	(24,665)	(41,782)	(49,180)
Net amount recognized	<u>\$ (23,316)</u>	<u>\$ (24,678)</u>	<u>\$ (42,137)</u>	<u>\$ (49,786)</u>

The aggregate accumulated benefit obligation for the U.S. pension plans was \$45.2 million and \$49.3 million as of December 31, 2015 and 2014, respectively. The aggregate accumulated benefit obligation for the international pension plans was \$190.2 million and \$213.4 million as of December 31, 2015 and 2014, respectively.

<u>In thousands</u>	U.S.		International	
	2015	2014	2015	2014
<b>Information for pension plans with accumulated benefit obligations in excess of Plan assets:</b>				
Projected benefit obligation .....	\$ (46,120)	\$ (50,154)	\$ (195,311)	\$ (143,121)
Accumulated benefit obligation .....	(45,201)	(49,303)	(190,188)	(138,443)
Fair value of plan assets .....	37,640	41,503	168,069	104,232
<b>Information for pension plans with projected benefit obligations in excess of plan assets:</b>				
Projected benefit obligation .....	\$ (46,120)	\$ (50,154)	\$ (135,168)	\$ (151,920)
Fair value of plan assets .....	37,640	41,503	102,372	112,526

*Components of Net Periodic Benefit Costs*

<u>In thousands</u>	U.S.			International		
	2015	2014	2013	2015	2014	2013
Service cost .....	\$ 380	\$ 334	\$ 432	\$ 2,015	\$ 2,138	\$ 2,035
Interest cost .....	1,914	2,070	1,960	7,091	8,102	6,661
Expected return on plan assets .....	(2,168)	(2,476)	(2,977)	(9,591)	(9,646)	(8,418)
Amortization of initial net obligation and prior service cost .....	3	23	62	212	248	270
Amortization of net loss .....	1,062	2,197	3,180	2,379	2,768	3,107
Settlement and curtailment losses recognized .....	—	—	—	—	(390)	3,655
Net periodic benefit cost .....	\$ 1,191	\$ 2,148	\$ 2,657	\$ 2,106	\$ 3,220	\$ 7,310

*Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income during 2015 are as follows:*

<u>In thousands</u>	U.S.	International
Net gain (loss) arising during the year .....	\$ 297	\$ 65
Effect of exchange rates .....	—	4,954
Amortization or curtailment recognition of prior service cost .....	3	—
Amortization or settlement recognition of net loss .....	1,062	2,379
Total recognized in other comprehensive income (loss) .....	\$ 1,362	\$ 7,398
Total recognized in net periodic benefit cost and other comprehensive (loss) income .....	\$ (2,553)	\$ (9,504)

The weighted average assumptions in the following table represent the rates used to develop the actuarial present value of the projected benefit obligation for the year listed.

	U.S.			International		
	2015	2014	2013	2015	2014	2013
Discount rate .....	4.21%	3.95%	4.70%	3.56%	3.48%	4.43%
Expected return on plan assets .....	5.70%	5.70%	6.20%	5.81%	5.79%	6.07%
Rate of compensation increase .....	3.00%	3.00%	3.00%	3.10%	3.10%	3.59%

The discount rate is based on settling the pension obligation with high grade, high yield corporate bonds, and the rate of compensation increase is based on actual experience. The expected return on plan assets is based on historical performance as well as expected future rates of return on plan assets considering the current investment portfolio mix and the long-term investment strategy.

As of December 31, 2015 the following table represents the amounts included in other comprehensive loss that are expected to be recognized as components of periodic benefit costs in 2016.

<u>In thousands</u>	U.S.	International
Net transition obligation .....	\$ —	\$ 150
Prior service cost .....	3	26
Net actuarial loss .....	914	2,287
	\$ 917	\$ 2,463

### Pension Plan Assets

The Company has established formal investment policies for the assets associated with our pension plans. Objectives include maximizing long-term return at acceptable risk levels and diversifying among asset classes. Asset allocation targets are based on periodic asset liability study results which help determine the appropriate investment strategies. The investment policies permit variances from the targets within certain parameters. The plan assets consist primarily of equity security funds, debt security funds, and temporary cash and cash equivalent investments. The assets held in these funds are generally actively managed and are valued at the net asset value per share multiplied by the number of shares held as of the measurement date. Generally, all plan assets are considered Level 2 based on the fair value valuation hierarchy (See Note 18 “Fair Value Measurement” included herein). Plan assets by asset category at December 31, 2015 and 2014 are as follows:

<u>In thousands</u>	U.S.		International	
	2015	2014	2015	2014
<b>Pension Plan Assets</b>				
Equity security funds.....	\$ 20,275	\$ 20,696	\$ 87,321	\$ 99,715
Debt security funds and other .....	16,441	20,034	77,173	78,510
Cash and cash equivalents .....	924	773	3,575	4,029
Fair value of plan assets .....	<u>\$ 37,640</u>	<u>\$ 41,503</u>	<u>\$ 168,069</u>	<u>\$ 182,254</u>

The U.S., Canadian and German pension plans have a target asset allocation of 50% equity securities and 50% debt securities. The United Kingdom plan has a target asset allocation of 62.5% equity securities and 37.5% debt securities. Investment policies are determined by the respective Plan’s Pension Committee and set forth in its Investment Policy. Rebalancing of the asset allocation occurs on a quarterly basis.

### Cash Flows

The Company’s funding methods are based on governmental requirements and differ from those methods used to recognize pension expense. The Company expects to contribute \$6.2 million to the international plans and does not expect to make a contribution to the U.S. plans during 2016.

Benefit payments expected to be paid to plan participants are as follows:

<u>In thousands</u>	U.S.	International
Year ended December 31,		
2016 .....	\$ 3,399	\$ 6,939
2017 .....	3,519	7,261
2018 .....	3,388	7,487
2019 .....	3,394	7,733
2020 .....	3,372	7,854
2021 through 2025 .....	15,820	42,040

### Post Retirement Benefit Plans

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

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

*Obligations and Funded Status*

<u><i>In thousands</i></u>	U.S.		International	
	2015	2014	2015	2014
<b>Change in projected benefit obligation</b>				
Obligation at beginning of year.....	\$ (31,872)	\$ (25,860)	\$ (3,905)	\$ (3,871)
Service cost .....	(9)	(29)	(38)	(47)
Interest cost .....	(1,233)	(1,155)	(128)	(173)
Plan amendments .....	16,140	—	—	—
Benefits paid .....	1,478	978	125	66
Actuarial gain (loss) .....	2,537	(5,806)	37	(238)
Effect of currency rate changes .....	—	—	619	358
Obligation at end of year .....	<u>\$ (12,959)</u>	<u>\$ (31,872)</u>	<u>\$ (3,290)</u>	<u>\$ (3,905)</u>
<b>Change in plan assets</b>				
Fair value of plan assets at beginning of year .....	\$ —	\$ —	\$ —	\$ —
Employer contributions .....	1,478	978	125	162
Benefits paid .....	(1,478)	(978)	(125)	(162)
Fair value of plan assets at end of year .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Funded status</b>				
Fair value of plan assets .....	\$ —	\$ —	\$ —	\$ —
Benefit obligations .....	(12,959)	(31,872)	(3,290)	(3,905)
Funded status .....	<u>\$ (12,959)</u>	<u>\$ (31,872)</u>	<u>\$ (3,290)</u>	<u>\$ (3,905)</u>
<u><i>In thousands</i></u>	U.S.		International	
	2015	2014	2015	2014
<b>Amounts recognized in the statement of financial position consist of:</b>				
Current liabilities .....	\$ (1,197)	\$ (1,305)	\$ (181)	\$ (212)
Noncurrent liabilities .....	(11,762)	(30,567)	(3,109)	(3,693)
Net amount recognized .....	<u>\$ (12,959)</u>	<u>\$ (31,872)</u>	<u>\$ (3,290)</u>	<u>\$ (3,905)</u>
<b>Amounts recognized in accumulated other comprehensive income (loss) consist of:</b>				
Initial net obligation .....	\$ —	\$ —	\$ —	\$ —
Prior service credit .....	22,837	8,993	21	32
Net actuarial (loss) gain .....	(22,202)	(26,096)	351	422
Net amount recognized .....	<u>\$ 635</u>	<u>\$ (17,103)</u>	<u>\$ 372</u>	<u>\$ 454</u>

During 2015, the Company amended its medical plan that amongst other things, provided the participants with HRA funding contributions. The change resulted in a \$16.1 million decrease to the accumulated project benefit obligation.

*Components of Net Periodic Benefit Cost*

<u><i>In thousands</i></u>	U.S.			International		
	2015	2014	2013	2015	2014	2013
Service cost .....	\$ 9	\$ 29	\$ 47	\$ 38	\$ 47	\$ 48
Interest cost .....	1,233	1,155	1,113	129	173	172
Amortization of initial net obligation and prior service cost .....	(2,295)	(2,730)	(2,689)	(7)	(8)	(211)
Amortization of net loss (gain) .....	1,356	1,330	1,634	(30)	(141)	(93)
Net periodic benefit cost (credit) .....	<u>\$ 303</u>	<u>\$ (216)</u>	<u>\$ 105</u>	<u>\$ 130</u>	<u>\$ 71</u>	<u>\$ (84)</u>

Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income during 2015 are as follows:

<u>In thousands</u>	U.S.	International
Prior service credit .....	\$ 16,140	\$ —
Net loss arising during the year.....	2,537	37
Effect of exchange rates.....	—	(72)
Amortization or curtailment recognition of prior service cost.....	(2,295)	(7)
Amortization or settlement recognition of net loss (gain).....	1,356	(30)
Total recognized in other comprehensive income (loss) .....	\$ 17,738	\$ (72)
Total recognized in net periodic benefit cost and other comprehensive income (loss) .....	\$ 17,435	\$ (202)

The weighted average assumptions in the following table represent the rates used to develop the actuarial present value of the projected benefit obligation for the year listed and also the net periodic benefit cost for the following year. The discount rate is based on settling the pension obligation with high grade, high yield corporate bonds.

	U.S.			International		
	2015	2014	2013	2015	2014	2013
Discount rate .....	3.95%	3.95%	4.70%	3.80%	3.96%	4.60%

As of December 31, 2015 the following table represents the amounts included in other comprehensive loss that are expected to be recognized as components of periodic benefit costs in 2016.

<u>In thousands</u>	U.S.	International
Prior service cost .....	(2,294)	(7)
Net actuarial loss (gain) .....	1,355	(30)
	\$ (939)	\$ (37)

The assumed health care cost trend rate for the U.S. plans grades from an initial rate of 6.60% to an ultimate rate of 4.50% by 2027 and for international plans from 6.62% to 4.50% by 2027. A 1.0% increase in the assumed health care cost trend rate will increase the service and interest cost components of the expense recognized for the U.S. and international post-retirement plans by approximately \$189,000 and \$14,000, respectively, for 2015, and increase the accumulated post-retirement benefit obligation by approximately \$46,000 and \$228,000, respectively. A 1.0% decrease in the assumed health care cost trend rate will decrease the service and interest cost components of the expense recognized for the U.S. and international post-retirement plans by approximately \$158,000 and \$13,000, respectively, for 2015, and decrease the accumulated post-retirement benefit obligation by approximately \$42,000 and \$206,000, respectively.

#### Cash Flows

Benefit payments expected to be paid to plan participants are as follows:

<u>In thousands</u>	U.S.	International
Year ended December 31,		
2016 .....	\$ 1,197	\$ 181
2017 .....	1,104	180
2018 .....	1,078	188
2019 .....	1,049	200
2020 .....	1,023	204
2021 through 2025 .....	4,609	1,209

#### Defined Contribution Plans

The Company also participates in certain defined contribution plans and multiemployer pension plans. Costs recognized under these plans are summarized as follows:

<u>In thousands</u>	For the year ended December 31,		
	2015	2014	2013
Multi-employer pension and health & welfare plans.....	\$ 2,584	\$ 2,405	\$ 2,678
401(k) savings and other defined contribution plans.....	21,399	19,925	17,291
Total .....	\$ 23,983	\$ 22,330	\$ 19,969

The 401(k) savings plan is a participant directed defined contribution plan that holds shares of the Company's stock as one of the investment options. At December 31, 2015 and 2014, the plan held on behalf of its participants about 632,523 shares with a market value of \$45.0 million, and 670,322 shares with a market value of \$58.2 million, respectively.

Additionally, the Company has stock option based benefit and other plans further described in Note 13.

The Company contributes to several multi-employer defined benefit pension plans under collective bargaining agreements that cover certain of its union-represented employees. The risks of participating in such plans are different from the risks of single-employer plans. Assets contributed to a multi-employer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer ceases to contribute to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. If the Company ceases to have an obligation to contribute to the multi-employer plan in which it had been a contributing employer, it may be required to pay to the plan an amount based on the underfunded status of the plan and on the history of the Company's participation in the plan prior to the cessation of its obligation to contribute. The amount that an employer that has ceased to have an obligation to contribute to a multi-employer plan is required to pay to the plan is referred to as a withdrawal liability.

The Company's participation in multi-employer plans for the year ended December 31, 2015 is outlined in the table below. For plans that are not individually significant to the Company, the total amount of contributions is presented in the aggregate.

Pension Fund	EIN/PN (a)	Pension Protection Act Zone Status (b)		FIP/ RP Status Pending/ Implemented (c)	Contributions by the Company			Surcharge Imposed (d)	Expiration Dates of Collective Bargaining Agreements
		2013	2012		2015	2014	2013		
Idaho Operating Engineers- Employers Pension Trust Fund	EIN # 91- 6075538 Plan# 001	Green	Green	No	\$ 1,820	(1) \$ 1,745	(1) \$ 2,154	(1) No	6/30/2018
Automobile Mechanics' Local No 701 Union and Industry Pension Plan	EIN # 36- 6042061 Plan # 001	Red	Red	Yes (2)	\$ 764	\$ 660	\$ 524	Yes (3)	12/11/2017
Total Contributions					<u>\$ 2,584</u>	<u>\$ 2,405</u>	<u>\$ 2,678</u>		

- (1) The Company's contribution represents more than 5% of the total contributions to the plan.
- (2) The Pension Fund's board adopted a Funding Improvement Plan on October 21, 2015, continuing the existing plan which increased the weekly pension fund contribution rates by \$75 with corresponding decreases to the weekly welfare fund contribution rates until December 31, 2017.
- (3) Critical status triggered a 5% surcharge on employer contributions effective June 2012. Effective January 1, 2013, this surcharge increases to 10%. The surcharge ended on October 21, 2015 when the rehabilitation plan commenced.

- (a) The "EIN / PN" column provides the Employer Identification Number and the three-digit plan number assigned to a plan by the Internal Revenue Service.
- (b) The most recent Pension Protection Act Zone Status available for 2013 and 2012 is for plan years that ended in 2013 and 2012, respectively. The zone status is based on information provided to the Company and other participating employers by each plan and is certified by the plan's actuary. A plan in the "red" zone has been determined to be in "critical status", based on criteria established under the Internal Revenue Code ("Code"), and is generally less than 65% funded. A plan in the "yellow" zone has been determined to be in "endangered status", based on criteria established under the Code, and is generally less than 80% funded. A plan in the "green" zone has been determined to be neither in "critical status" nor in "endangered status", and is generally at least 80% funded.
- (c) The "FIP/RP Status Pending/Implemented" column indicates whether a Funding Improvement Plan, as required under the Code to be adopted by plans in the "yellow" zone, or a Rehabilitation Plan, as required under the Code to be adopted by plans in the "red" zone, is pending or has been implemented as of the end of the plan year that ended in 2015.
- (d) The "Surcharge Imposed" column indicates whether the Company's contribution rate for 2015 included an amount in addition the contribution rate specified in the applicable collective bargaining agreement, as imposed by a plan in "critical status", in accordance with the requirements of the Code.

## 11. INCOME TAXES

The Company is responsible for filing consolidated U.S., foreign and combined, unitary or separate state income tax returns. The Company is responsible for paying the taxes relating to such returns, including any subsequent adjustments resulting from the redetermination of such tax liabilities by the applicable taxing authorities.

The components of the income from operations before provision for income taxes for the Company's domestic and foreign operations for the years ended December 31 are provided below:

<u><i>In thousands</i></u>	For the year ended December 31,		
	2015	2014	2013
Domestic .....	\$ 461,394	\$ 343,180	\$ 285,395
Foreign.....	123,974	164,675	135,692
Income from operations before income taxes .....	<u>\$ 585,368</u>	<u>\$ 507,855</u>	<u>\$ 421,087</u>

Undistributed earnings of the Company's foreign subsidiaries amounted to approximately \$1,004.0 million at December 31, 2015. Those earnings are considered to be indefinitely reinvested; accordingly, no provision for U.S. federal and state income taxes has been provided thereon. Upon repatriation of those earnings, in the form of dividends or otherwise, the Company would be subject to both U.S. income taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable to the various foreign countries. Determination of the amount of unrecognized deferred U.S. income tax liability is not practicable due to the complexities associated with its hypothetical calculation.

The consolidated provision for income taxes included in the Statement of Income consisted of the following:

<u><i>In thousands</i></u>	For the year ended December 31,		
	2015	2014	2013
Current taxes			
Federal .....	\$ 141,245	\$ 108,782	\$ 70,459
State.....	16,072	17,091	13,173
Foreign .....	24,442	37,356	29,972
	<u>181,759</u>	<u>163,229</u>	<u>113,604</u>
Deferred taxes			
Federal .....	9,606	2,287	11,146
State.....	770	1,404	1,375
Foreign .....	(5,395)	(10,745)	2,727
	<u>4,981</u>	<u>(7,054)</u>	<u>15,248</u>
Total provision.....	<u>\$ 186,740</u>	<u>\$ 156,175</u>	<u>\$ 128,852</u>

A reconciliation of the United States federal statutory income tax rate to the effective income tax rate on operations for the years ended December 31 is provided below:

<u><i>In thousands</i></u>	For the year ended December 31,		
	2015	2014	2013
U.S. federal statutory rate .....	35.0 %	35.0 %	35.0 %
State taxes .....	2.0 %	2.2 %	2.2 %
Tax reserves.....	(0.4)%	0.3 %	— %
Foreign.....	(2.1)%	(4.2)%	(3.9)%
Research and development credit .....	(0.4)%	(0.5)%	(0.6)%
Manufacturing deduction .....	(2.3)%	(1.8)%	(1.7)%
Other, net .....	0.1 %	(0.2)%	(0.4)%
Effective rate.....	<u>31.9 %</u>	<u>30.8 %</u>	<u>30.6 %</u>

Deferred income taxes result from temporary differences in the recognition of income and expense for financial and income tax reporting purposes. These deferred income taxes will be recognized as future tax benefits or costs when the temporary differences reverse.



Components of deferred tax assets and liabilities were as follows:

<u><i>In thousands</i></u>	December 31,	
	2015	2014
Deferred income tax assets:		
Accrued expenses and reserves .....	\$ 39,426	\$ 34,167
Warranty reserve .....	24,544	21,123
Deferred compensation/employee benefits .....	24,950	21,759
Pension and postretirement obligations .....	15,507	26,736
Inventory .....	18,664	13,570
Net operating loss carry forwards .....	25,636	5,036
Tax credit carry forwards .....	959	1,078
Gross deferred income tax assets .....	149,686	123,469
Valuation allowance .....	12,623	1,818
Total deferred income tax assets .....	137,063	121,651
Deferred income tax liabilities:		
Property, plant & equipment .....	34,518	29,998
Intangibles .....	167,108	157,781
Other .....	2,243	144
Total deferred income tax liabilities .....	203,869	187,923
Net deferred income tax liability .....	\$ (66,806)	\$ (66,272)

A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of December 31, 2015, the valuation allowance for certain foreign carryforwards was \$12.6 million primarily in Brazil and South Africa.

State tax credit carry-forwards of approximately \$1.0 million expire in various periods from December 31, 2016 to December 31, 2030. Net operating loss carry-forwards in the amount of \$25.6 million expire in various periods from December 31, 2016 to December 31, 2035.

As of December 31, 2015, the liability for income taxes associated with unrecognized tax benefits was \$10.6 million, of which \$4.3 million, if recognized, would favorably affect the Company's effective income tax rate. As of December 31, 2014, the liability for income taxes associated with unrecognized tax benefits was \$12.6 million, of which \$5.5 million, if recognized, would favorably affect the Company's effective tax rate. A reconciliation of the beginning and ending amount of the liability for income taxes associated with unrecognized tax benefits follows:

<u><i>In thousands</i></u>	2015	2014	2013
Gross liability for unrecognized tax benefits at beginning of year .....	\$ 12,596	\$ 10,531	\$ 11,267
Gross increases - unrecognized tax benefits in prior periods .....	—	30	55
Gross increases - current period unrecognized tax benefits .....	1,682	2,756	3,279
Gross decreases - unrecognized tax benefits in prior periods .....	—	(463)	—
Gross decreases - audit settlement during year .....	(3,027)	(77)	(2,515)
Gross decreases - expiration of audit statute of limitations .....	(694)	(181)	(1,555)
Gross liability for unrecognized tax benefits at end of year .....	\$ 10,557	\$ 12,596	\$ 10,531

The Company includes interest and penalties related to unrecognized tax benefits in income tax expense. As of December 31, 2015, the total interest and penalties accrued was approximately \$2.0 million and \$0.2 million, respectively. As of December 31, 2014, the total interest and penalties accrued was approximately \$1.9 million and \$1.3 million, respectively.

With limited exception, the Company is no longer subject to examination by various U.S. and foreign taxing authorities for years before 2012. At this time, the Company believes that it is reasonably possible that unrecognized tax benefits of approximately \$2.1 million may change within the next 12 months due to the expiration of statutory review periods and current examinations.

## 12. EARNINGS PER SHARE

The computation of earnings per share from operations is as follows:

<i><u>In thousands, except per share data</u></i>	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Numerator</b>			
Numerator for basic and diluted earnings per common share - net income attributable to Wabtec shareholders .....	\$ 398,628	\$ 351,680	\$ 292,235
Less: dividends declared - common shares and non-vested restricted stock .....	(26,963)	(19,246)	(12,644)
Undistributed earnings.....	371,665	332,434	279,591
Percentage allocated to common shareholders (1) .....	99.7%	99.6%	99.5%
	<u>370,550</u>	<u>331,104</u>	<u>278,193</u>
Add: dividends declared - common shares .....	26,875	19,167	12,583
Numerator for basic and diluted earnings per common share .....	<u>\$ 397,425</u>	<u>\$ 350,271</u>	<u>\$ 290,776</u>
<b>Denominator</b>			
Denominator for basic earnings per common share - weighted average shares .....	96,074	95,781	95,463
Effect of dilutive securities:			
Assumed conversion of dilutive stock-based compensation plans .....	932	1,104	1,369
Denominator for diluted earnings per common share - adjusted weighted average shares and assumed conversion .....	<u>97,006</u>	<u>96,885</u>	<u>96,832</u>
<b>Net income per common share attributable to Wabtec shareholders</b>			
Basic.....	\$ 4.14	\$ 3.66	\$ 3.05
Diluted .....	\$ 4.10	\$ 3.62	\$ 3.01
(1) Basic weighted-average common shares outstanding .....	96,074	95,781	95,463
Basic weighted-average common shares outstanding and non-vested restricted stock expected to vest .....	96,388	96,175	95,932
Percentage allocated to common shareholders .....	99.7%	99.6%	99.5%

Options to purchase approximately 13,000, 17,000, and 12,000 shares of Common Stock were outstanding in 2015, 2014 and 2013, respectively, but were not included in the computation of diluted earnings per share because the options' exercise price exceeded the average market price of the common shares.

## 13. STOCK-BASED COMPENSATION PLANS

As of December 31, 2015, the Company maintains employee stock-based compensation plans for stock options, restricted stock, and incentive stock units as governed by the 2011 Stock Incentive Compensation Plan (the "2011 Plan") and the 2000 Stock Incentive Plan, as amended (the "2000 Plan"). The 2011 Plan has a 10 year term through March 27, 2021 and as of December 31, 2015 the number of shares available for future grants under the 2011 Plan was 2,703,673 shares, which includes remaining shares to grant under the 2000 Plan. The 2011 Plan was approved by stockholders of Wabtec on May 11, 2011. The Company also maintains a 1995 Non-Employee Directors' Fee and Stock Option Plan ("the Directors Plan"). The Directors Plan, as amended, authorizes a total of 1,000,000 shares of Common Stock to be issued. Under the Directors Plan options issued become exercisable over a three-year vesting period and expire ten years from the date of grant and restricted stock issued under the plan vests one year from the date of grant. As compensation for directors' fees for the years ended December 31, 2015, 2014 and 2013, the Company issued a total of 11,256, 12,704 and 17,875 shares of restricted stock to non-employee directors. The total number of shares issued under the plan as of December 31, 2015 was 847,720 shares. No units may be made under the Directors Plan subsequent to October 31, 2016.

Stock-based compensation expense for all of the plans was \$26.0 million, \$26.1 million and \$24.1 million for the years ended December 31, 2015, 2014 and 2013, respectively. The Company recognized associated tax benefits related to the stock-based compensation plans of \$15.3 million, \$7.6 million and \$7.9 million for the respective periods. Included in the stock-based compensation expense for 2015 above is \$2.2 million of expense related to stock options, \$6.2 million related to non-vested restricted stock, \$2.5 million related to restricted stock units, \$13.5 million related to incentive stock units and \$1.1 million related to units issued for Directors' fees. At December 31, 2015, unamortized compensation expense related to those stock options, non-vested restricted shares and incentive stock units expected to vest totaled \$23.8 million and will be recognized over a weighted average period of 1.1 years.

**Stock Options** Stock options are granted to eligible employees and directors at the fair market value, which is the average of the high and low Wabtec stock price on the date of grant. Under the 2011 Plan and the 2000 Plan, options become exercisable over a four years vesting period and expire 10 years from the date of grant.

The following table summarizes the Company's stock option activity and related information for the 2011 Plan, the 2000 Plan and Directors Plan for the years ended December 31:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic value (in thousands)
Outstanding at December 31, 2012 .....	1,465,678	\$ 20.24	6.3	\$ 34,487
Granted.....	116,392	48.29		3,024
Exercised .....	(344,806)	14.98		(20,444)
Canceled.....	(4,402)	26.61		(210)
Outstanding at December 31, 2013 .....	1,232,862	\$ 24.36	6.1	\$ 61,530
Granted.....	81,552	73.20		1,116
Exercised .....	(163,786)	20.37		(10,895)
Canceled.....	(3,070)	52.73		(105)
Outstanding at December 31, 2014 .....	1,147,558	\$ 28.33	5.5	\$ 67,205
Granted.....	84,675	87.35		1,375
Exercised .....	(124,156)	26.70		(5,516)
Canceled.....	(10,754)	65.22		(64)
Outstanding at December 31, 2015 .....	1,097,323	\$ 32.70	4.8	\$ 42,154
Exercisable at December 31, 2015.....	863,157	\$ 23.71	4.0	\$ 40,920

Options outstanding at December 31, 2015 were as follows:

Range of exercise prices	Number of Options	Weighted Average Exercise Price of Options	Weighted Average Remaining Contractual Life	Number of Options Currently Exercisable	Weighted Average Exercise Price of Options Currently Exercisable
	Outstanding	Outstanding	Life	Exercisable	Exercisable
Under \$15.00 .....	206,500	\$ 14.50	3.1	206,500	\$ 14.50
15.00 - 23.00.....	345,048	18.20	2.9	345,048	18.20
23.00 - 30.00.....	165,617	28.74	4.8	165,617	28.74
30.00 - 38.00.....	119,805	35.27	6.1	81,956	35.22
Over 38.00 .....	260,353	67.72	8.0	64,036	55.43
	1,097,323	\$ 32.70		863,157	\$ 23.71

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

	For the year ended December 31,		
	2015	2014	2013
Dividend yield.....	0.14%	0.11%	0.21%
Risk-free interest rate .....	1.8%	2.2%	1.4%
Stock price volatility .....	27.3%	33.0%	43.8%
Expected life (years) .....	5.0	5.0	5.0
Weighted average fair value of options granted during the year .....	\$ 24.41	\$ 22.82	\$ 17.60

The dividend yield is based on the Company's dividend rate and the current market price of the underlying common stock at the date of grant. Expected life in years is determined from historical stock option exercise data. Expected volatility is based on the historical volatility of the Company's stock. The risk-free interest rate is based on the 7 years U.S. Treasury bond rates for the expected life of the option.

**Restricted Stock and Incentive Stock** Beginning in 2006 the Company adopted a restricted stock program. As provided for under the 2011 and 2000 Plans, eligible employees are granted restricted stock that generally vests over four years from the date of grant. Under the Directors Plan, restricted stock units vest one year from the date of grant.

In addition, the Company has issued incentive stock units to eligible employees that vest upon attainment of certain cumulative three-year performance goals. Based on the Company's performance for each three year period then ended, the incentive stock units can vest and be awarded ranging from 0% to 200% of the initial incentive stock units granted. The incentive stock units included in the table below represent the number of shares that are expected to vest based on the Company's estimate for meeting those established performance targets. As of December 31, 2015, the Company estimates that it will achieve 123%, 134% and 101% for the incentive stock units expected to vest based on performance for the three year periods ending December 31, 2015, 2016, and 2017, respectively, and has recorded incentive compensation expense accordingly. If our estimate of the number of these stock units expected to vest changes in a future accounting period, cumulative compensation expense could increase or decrease and will be recognized in the current period for the elapsed portion of the vesting period and would change future expense for the remaining vesting period.

Compensation expense for the non-vested restricted stock and incentive stock units is based on the closing price of the Company's common stock on the date of grant and recognized over the applicable vesting period.

The following table summarizes the restricted stock activity and related information for the 2011 Plan, the 2000 Plan, and Directors Plan, and incentive stock units activity and related information for the 2011 Plan and the 2000 Plan with related information for the years ended December 31:

	Restricted Stock and Units	Incentive Stock Awards	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2012 .....	546,774	1,329,078	\$ 26.69
Granted.....	173,887	200,090	48.62
Vested .....	(204,494)	(570,918)	20.86
Adjustment for incentive stock awards expected to vest .....	—	91,694	33.49
Canceled.....	(6,038)	(6,350)	26.98
Outstanding at December 31, 2013 .....	510,129	1,043,594	\$ 35.27
Granted.....	150,886	140,240	73.68
Vested .....	(218,502)	(458,536)	29.83
Adjustment for incentive stock awards expected to vest .....	—	74,680	47.56
Canceled.....	(3,970)	(8,370)	48.50
Outstanding at December 31, 2014 .....	438,543	791,608	\$ 47.97
Granted.....	113,945	126,050	87.90
Vested .....	(182,776)	(433,932)	37.76
Adjustment for incentive stock awards expected to vest .....	—	65,666	57.57
Canceled.....	(12,827)	(7,754)	67.05
Outstanding at December 31, 2015 .....	356,885	541,638	\$ 65.89

#### 14. OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive loss were:

<u><i>In thousands</i></u>	December 31,	
	2015	2014
Foreign currency translation gain .....	\$ (227,349)	\$ (94,450)
Unrealized loss on interest rate swap contracts, net of tax of \$1,815 and \$1,357 .....	(2,987)	(2,243)
Pension and post-retirement benefit plans, net of tax of \$(18,042) and \$(28,321) .....	(46,383)	(62,793)
Total accumulated other comprehensive loss .....	\$ (276,719)	\$ (159,486)

The changes in accumulated other comprehensive loss by component, net of tax, for the year-ended December 31, 2015 are as follows:

<u><i>In thousands</i></u>	Foreign currency translation	Derivative contracts	Pension and post retirement benefits plans	Total
Balance at December 31, 2014 .....	\$ (94,450)	\$ (2,243)	\$ (62,793)	\$ (159,486)
Other comprehensive income before reclassifications .....	(132,899)	(1,972)	14,586	(120,285)
Amounts reclassified from accumulated other comprehensive income.....	—	1,228	1,824	3,052
Net current period other comprehensive income.....	(132,899)	(744)	16,410	(117,233)
Balance at December 31, 2015 .....	<u>\$ (227,349)</u>	<u>\$ (2,987)</u>	<u>\$ (46,383)</u>	<u>\$ (276,719)</u>

Reclassifications out of accumulated other comprehensive loss for the year-ended December 31, 2015 are as follows:

<u><i>In thousands</i></u>	Amount reclassified from accumulated other comprehensive income	Affected line item in the Condensed Consolidated Statements of Income
Amortization of defined pension and post retirement items		
Amortization of initial net obligation and prior service cost.....	\$ (2,087)	Cost of sales
Amortization of net loss (gain).....	4,766	Cost of sales
	2,679	Income from Operations
	(855)	Income tax expense
	<u>\$ 1,824</u>	Net income
Derivative contracts		
Realized loss on derivative contracts.....	1,803	Interest expense, net
	(575)	Income tax expense
	<u>\$ 1,228</u>	Net income

## 15. OPERATING LEASES

The Company leases office and manufacturing facilities under operating leases with terms ranging from one to 15 years, excluding renewal options.

Total net rental expense charged to operations in 2015, 2014, and 2013 was \$20.2 million, \$20.0 million and \$18.2 million, respectively. The amounts above are shown net of sublease rentals of \$0.7 million, \$0.1 million and \$0.3 million for the years 2015, 2014 and 2013, respectively.

Future minimum rental payments under operating leases with remaining non-cancelable terms in excess of one year are as follows:

<u><i>In thousands</i></u>	Real Estate	Equipment	Total
2016 .....	\$ 16,298	\$ 1,808	\$ 18,106
2017 .....	12,828	1,391	14,219
2018 .....	10,382	1,107	11,489
2019 .....	9,171	701	9,872
2020 .....	8,522	590	9,112
2021 and after .....	34,848	170	35,018

## 16. WARRANTIES

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

<u>In thousands</u>	For the year ended December 31,	
	2015	2014
Balance at beginning of period .....	\$ 87,849	\$ 60,593
Warranty expense .....	35,418	34,110
Acquisitions.....	787	14,375
Warranty claim payments .....	(29,441)	(19,570)
Foreign currency impact/other .....	(2,549)	(1,659)
Balance at end of period .....	<u>\$ 92,064</u>	<u>\$ 87,849</u>

## 17. PREFERRED STOCK

The Company's authorized capital stock includes 1,000,000 shares of preferred stock. The Board of Directors has the authority to issue the preferred stock and to fix the designations, powers, preferences and rights of the shares of each such class or series, including dividend rates, conversion rights, voting rights, terms of redemption and liquidation preferences, without any further vote or action by the Company's shareholders. The rights and preferences of the preferred stock would be superior to those of the common stock. At December 31, 2015 and 2014 there was no preferred stock issued or outstanding.

## 18. FAIR VALUE MEASUREMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

The following table provides the liabilities carried at fair value measured on a recurring basis as of December 31, 2015, which are included in other current liabilities on the Consolidated Balance sheet:

<u>In thousands</u>	Total Carrying Value at December 31, 2015	Fair Value Measurements at December 31, 2015 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap agreements .....	4,474	—	4,474	—
Total .....	<u>\$ 4,474</u>	<u>\$ —</u>	<u>\$ 4,474</u>	<u>\$ —</u>

The following table provides the liabilities carried at fair value measured on a recurring basis as of December 31, 2014, which are included in other current liabilities on the Consolidated Balance sheet:

<u>In thousands</u>	Total Carrying Value at December 31, 2014	Fair Value Measurements at December 31, 2014 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap agreements .....	3,351	—	3,351	—
Total .....	<u>\$ 3,351</u>	<u>\$ —</u>	<u>\$ 3,351</u>	<u>\$ —</u>

To reduce the impact of interest rate changes on a portion of its variable-rate debt, the Company entered into interest rate swaps which effectively converted a portion of the debt from variable to fixed-rate borrowings during the term of the swap

contracts. For certain derivative contracts whose fair values are based upon trades in liquid markets, such as interest rate swaps, valuation model inputs can generally be verified and valuation techniques do not involve significant management judgment. The fair values of such financial instruments are generally classified within Level 2 of the fair value hierarchy.

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

The Company’s cash and cash equivalents are highly liquid investments purchased with an original maturity of three months or less and are considered Level 1 on the fair value valuation hierarchy. The fair value of cash and cash equivalents approximated the carrying value at December 31, 2015 and December 31, 2014. The Company’s defined benefit pension plan assets consist primarily of equity security funds, debt security funds and temporary cash and cash equivalent investments. Generally, all plan assets are considered Level 2 based on the fair value valuation hierarchy. These investments are comprised of a number of investment funds that invest in a diverse portfolio of assets including equity securities, corporate and governmental bonds, and money markets. Trusts are valued at the net asset value (“NAV”) as determined by their custodian. NAV represent the accumulation of the unadjusted quoted close prices on the reporting date for the underlying investments divided by the total shares outstanding at the reporting dates. The 2013 Notes are considered Level 2 based on the fair value valuation hierarchy.

The estimated fair values and related carrying values of the Company’s financial instruments are as follows:

	December 31, 2015		December 31, 2014	
	Carry Value	Fair Value	Carry Value	Fair Value
<i>In thousands</i>				
Interest rate swap agreements .....	\$ 4,474	\$ 4,474	\$ 3,351	\$ 3,351
4.375% Senior Notes .....	250,000	254,075	250,000	260,000

The fair value of the Company’s interest rate swap agreements and the 2013 Notes were based on dealer quotes and represent the estimated amount the Company would pay to the counterparty to terminate the agreement.

## 19. COMMITMENTS AND CONTINGENCIES

The Company is subject to a variety of environmental laws and regulations governing discharges to air and water, the handling, storage and disposal of hazardous or solid waste materials and the remediation of contamination associated with releases of hazardous substances. The Company believes its operations currently comply in all material respects with all of the various environmental laws and regulations applicable to our business; however, there can be no assurance that environmental requirements will not change in the future or that we will not incur significant costs to comply with such requirements.

Under terms of the purchase agreement and related documents for the 1990 Acquisition, American Standard, Inc., now known as Trane (“Trane”), has indemnified the Company for certain items including, among other things, certain environmental claims the Company asserted prior to 2000. If Trane was unable to honor or meet these indemnifications, the Company would be responsible for such items. In the opinion of Management, Trane currently has the ability to meet its indemnification obligations.

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

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

It is Management’s belief that the potential range of loss for asbestos-related bodily injury cases is not reasonably determinable at present due to a variety of factors, including: (1) the asbestos case settlement history of the Company’s wholly owned subsidiary, RFPC; (2) the unpredictable nature of personal injury litigation in general; and (3) the uncertainty of

asbestos litigation in particular. Despite this uncertainty, and although the results of the Company's operations and cash flows for any given period could be adversely affected by asbestos-related lawsuits, Management believes that the final resolution of the Company's asbestos-related cases will not be material to the Company's overall financial position, results of operations and cash flows. In general, this belief is based upon: (1) Wabtec's and RFPC's history of settlements and dismissals of asbestos-related cases to date; (2) the inability of many plaintiffs to establish any exposure or causal relationship to RFPC's product; and (3) the inability of many plaintiffs to demonstrate any identifiable injury or compensable loss.

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

From time to time the Company is involved in litigation relating to claims arising out of its operations in the ordinary course of business. As of the date hereof, the Company is involved in no litigation that the Company believes will have a material adverse effect on its financial condition, results of operations or liquidity.

## 20. SEGMENT INFORMATION

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

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

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

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



**Segment financial information for 2015 is as follows:**

<u><i>In thousands</i></u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total
Sales to external customers .....	\$ 2,054,715	\$ 1,253,283	\$ —	\$ 3,307,998
Intersegment sales/(elimination) .....	35,372	10,895	(46,267)	—
Total sales.....	<u>\$ 2,090,087</u>	<u>\$ 1,264,178</u>	<u>\$ (46,267)</u>	<u>\$ 3,307,998</u>
Income (loss) from operations .....	\$ 482,640	\$ 150,988	\$ (26,061)	\$ 607,567
Interest expense and other, net .....	—	—	(22,199)	(22,199)
Income (loss) from operations before income taxes .....	<u>\$ 482,640</u>	<u>\$ 150,988</u>	<u>\$ (48,260)</u>	<u>\$ 585,368</u>
Depreciation and amortization .....	\$ 36,834	\$ 26,196	\$ 1,704	\$ 64,734
Capital expenditures .....	24,715	22,996	1,717	49,428
Segment assets .....	2,766,798	2,221,027	(1,687,490)	3,300,335

**Segment financial information for 2014 is as follows:**

<u><i>In thousands</i></u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total
Sales to external customers .....	\$ 1,731,477	\$ 1,312,977	\$ —	\$ 3,044,454
Intersegment sales/(elimination) .....	36,185	7,358	(43,543)	\$ —
Total sales.....	<u>\$ 1,767,662</u>	<u>\$ 1,320,335</u>	<u>\$ (43,543)</u>	<u>\$ 3,044,454</u>
Income (loss) from operations .....	\$ 402,456	\$ 147,821	\$ (23,168)	\$ 527,109
Interest expense and other, net .....	—	—	(19,254)	(19,254)
Income (loss) from operations before income taxes .....	<u>\$ 402,456</u>	<u>\$ 147,821</u>	<u>\$ (42,422)</u>	<u>\$ 507,855</u>
Depreciation and amortization .....	\$ 34,579	\$ 24,956	\$ 1,726	\$ 61,261
Capital expenditures .....	22,913	22,859	1,890	47,662
Segment assets .....	2,516,645	2,024,312	(1,237,116)	3,303,841

**Segment financial information for 2013 is as follows:**

<u><i>In thousands</i></u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total
Sales to external customers .....	\$ 1,398,103	\$ 1,168,289	\$ —	\$ 2,566,392
Intersegment sales/(elimination) .....	25,463	6,992	(32,455)	—
Total sales.....	<u>\$ 1,423,566</u>	<u>\$ 1,175,281</u>	<u>\$ (32,455)</u>	<u>\$ 2,566,392</u>
Income (loss) from operations .....	\$ 309,133	\$ 143,634	\$ (15,457)	\$ 437,310
Interest expense and other, net .....	—	—	(16,223)	(16,223)
Income (loss) from operations before income taxes .....	<u>\$ 309,133</u>	<u>\$ 143,634</u>	<u>\$ (31,680)</u>	<u>\$ 421,087</u>
Depreciation and amortization .....	\$ 30,645	\$ 19,103	\$ 1,445	\$ 51,193
Capital expenditures .....	22,020	17,119	2,099	41,238
Segment assets .....	2,258,773	1,706,829	(1,143,605)	2,821,997

The following geographic area data as of and for the years ended December 31, 2015, 2014 and 2013, respectively, includes net sales based on product shipment destination and long-lived assets, which consist of plant, property and equipment, net of depreciation, resident in their respective countries:

<i>In thousands</i>	Net Sales			Long-Lived Assets		
	2015	2014	2013	2015	2014	2013
United States.....	\$ 1,754,924	\$ 1,537,002	\$ 1,336,604	\$ 171,362	\$ 158,913	\$ 150,952
United Kingdom.....	368,505	362,855	297,139	63,694	62,305	43,733
Canada.....	204,674	175,561	167,417	4,876	5,462	6,442
Mexico.....	190,034	174,218	128,184	8,839	7,812	5,862
China.....	100,586	101,889	49,952	12,256	12,788	7,863
Germany.....	92,422	86,792	54,869	31,642	33,441	13,599
Australia.....	86,809	113,668	141,056	8,424	6,505	5,033
Brazil.....	84,595	83,906	78,532	9,318	5,074	1,031
France.....	45,565	41,469	37,925	7,194	7,686	8,437
Italy.....	38,164	42,865	42,702	15,170	17,913	21,374
Netherlands.....	25,869	19,452	9,921	7,506	10,201	2,459
Other international.....	315,851	304,777	222,091	12,912	11,011	9,293
Total.....	\$ 3,307,998	\$ 3,044,454	\$ 2,566,392	\$ 353,193	\$ 339,111	\$ 276,078

Export sales from the Company's United States operations were \$508.4 million, \$521.7 million and \$542.3 million for the years ended December 31, 2015, 2014 and 2013, respectively.

Sales by product are as follows:

<i>In thousands</i>	2015	2014	2013
Specialty Products & Electronics.....	\$ 1,733,881	\$ 1,393,955	\$ 1,041,771
Brake Products.....	627,552	662,336	567,730
Remanufacturing, Overhaul & Build.....	606,624	618,885	655,387
Other Transit Products.....	189,581	201,913	204,115
Other.....	150,360	167,365	97,389
Total sales.....	\$ 3,307,998	\$ 3,044,454	\$ 2,566,392

## 21. OTHER INCOME (EXPENSE)

The components of other expense are as follows:

<i>In thousands</i>	For the year ended December 31,		
	2015	2014	2013
Foreign currency (loss).....	\$ (4,659)	\$ (2,445)	\$ (3,512)
Other miscellaneous (expense) income.....	(652)	765	2,630
Total other (expense), net.....	\$ (5,311)	\$ (1,680)	\$ (882)

## 22. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

<i><u>In thousands, except per share data</u></i>		<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
<b>2015</b>					
Net sales .....	\$	818,594	\$ 847,028	\$ 809,527	\$ 832,849
Gross profit .....		255,355	267,764	257,069	267,628
Income from operations .....		148,420	155,860	152,078	151,209
Net income attributable to Wabtec shareholders .....		96,164	101,504	99,181	101,779
Basic earnings from operations per common share (1) .....	\$	1.00	\$ 1.05	\$ 1.03	\$ 1.06
Diluted earnings from operations per common share (1).....	\$	0.99	\$ 1.04	\$ 1.02	\$ 1.05
<b>2014</b>					
Net sales .....	\$	695,249	\$ 731,068	\$ 797,271	\$ 820,866
Gross profit .....		209,569	224,658	247,458	254,297
Income from operations .....		121,846	132,323	135,977	136,963
Net income attributable to Wabtec shareholders .....		80,134	88,705	90,155	92,686
Basic earnings from operations per common share (1) .....	\$	0.84	\$ 0.92	\$ 0.94	\$ 0.96
Diluted earnings from operations per common share (1).....	\$	0.83	\$ 0.91	\$ 0.93	\$ 0.95

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

- (1) Information above for basic earnings from operations per common share and diluted earnings from operations per common share for all periods presented reflects the two-for-one split of the Company's common stock, which occurred on May 14, 2013.

## WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

## VALUATION AND QUALIFYING ACCOUNTS

For each of the three years ended December 31

<u><i>In thousands</i></u>	Balance at beginning of period	Charged/ (credited) to expense	Charged/ (credited) to other accounts (1)	Deductions from reserves (2)	Balance at end of period
<b>2015</b>					
Warranty and overhaul reserves .....	\$ 87,849	\$ 35,418	\$ (1,762)	\$ 29,441	\$ 92,064
Allowance for doubtful accounts .....	6,270	2,026	—	2,682	5,614
Valuation allowance-taxes.....	1,818	7,024	3,781	—	12,623
Merger and restructuring reserve .....	686	—	—	64	622
<b>2014</b>					
Warranty and overhaul reserves .....	\$ 60,593	\$ 34,110	\$ 12,717	\$ 19,571	\$ 87,849
Allowance for doubtful accounts .....	5,707	4,200	—	3,637	6,270
Valuation allowance-taxes.....	3,332	(1,514)	—	—	1,818
Merger and restructuring reserve .....	775	—	—	89	686
<b>2013</b>					
Warranty and overhaul reserves .....	\$ 58,212	\$ 23,059	\$ (75)	\$ 20,603	\$ 60,593
Allowance for doubtful accounts .....	6,656	2,361	—	3,310	5,707
Valuation allowance-taxes.....	2,141	1,191	—	—	3,332
Merger and restructuring reserve .....	836	—	—	61	775

- (1) Reserves of acquired/(sold) companies; valuation allowances for state and foreign deferred tax assets; impact of fluctuations in foreign currency exchange rates.
- (2) Actual disbursements and/or charges.

## SIGNATURES

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

WESTINGHOUSE AIR BRAKE  
TECHNOLOGIES CORPORATION

Date: February 19, 2016

By: /s/ RAYMOND T. BETLER

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**Raymond T. Betler,**  
**President and Chief Executive Officer, and Director**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

	Signature and Title	Date
By	<hr/> /s/ ALBERT J. NEUPAVER <hr/> <b>Albert J. Neupaver,  Executive Chairman of the Board</b>	February 19, 2016
By	<hr/> /s/ RAYMOND T. BETLER <hr/> <b>Raymond T. Betler,  President and Chief Executive Officer and Director (Principal  Executive Officer)</b>	February 19, 2016
By	<hr/> /s/ PATRICK D. DUGAN <hr/> <b>Patrick D. Dugan,  Senior Vice President Finance and Chief Financial Officer</b>	February 19, 2016
By	<hr/> /s/ JOHN A. MASTALERZ <hr/> <b>John A. Mastalerz,  Vice President and Principal Accounting Officer</b>	February 19, 2016
By	<hr/> /s/ WILLIAM E. KASSLING <hr/> <b>William E. Kassling,  Director</b>	February 19, 2016
By	<hr/> /s/ ROBERT J. BROOKS <hr/> <b>Robert J. Brooks,  Director</b>	February 19, 2016
By	<hr/> /s/ EMILIO A. FERNANDEZ <hr/> <b>Emilio A. Fernandez,  Director</b>	February 19, 2016
By	<hr/> /s/ LEE B. FOSTER, II <hr/> <b>Lee B. Foster, II,  Director</b>	February 19, 2016
By	<hr/> /s/ BRIAN P. HEHIR <hr/> <b>Brian P. Hehir,  Director</b>	February 19, 2016
By	<hr/> /s/ MICHAEL W. D. HOWELL <hr/> <b>Michael W. D. Howell,  Director</b>	February 19, 2016
By	<hr/> /s/ NICKOLAS W. VANDE STEEG <hr/> <b>Nickolas W. Vande Steeg,  Director</b>	February 19, 2016
By	<hr/> /s/ GARY C. VALADE <hr/> <b>Gary C. Valade,  Director</b>	February 19, 2016

## EXHIBIT INDEX

Exhibits	<u>Filing Method</u>	
2.1	Offer relating to Faiveley Transport, S.A. among Financiere Faiveley S.A., Famille Faiveley Participations, Francois Faiveley, Erwan Faiveley, FW Acquisition, LLC, and Wabtec Corporation dated as of July 27, 2015	14
2.2	Exclusivity Agreement among Financiere Faiveley S.A., Famille Faiveley Participations Francois Faiveley, Erwan Faiveley, FW Acquisition, LLC, and Wabtec Corporation dated as of July 27, 2015	14
2.3	Share Purchase Agreement among Financiere Faiveley S.A., Famille Faiveley Participations Francois Faiveley, Erwan Faiveley, FW Acquisition, LLC and Wabtec Corporation dated as of October 6, 2015	15
2.4	Tender Offer Agreement among Faiveley Transport S.A., FW Acquisition, LLC, and Wabtec Corporation dated as of October 6, 2015	15
2.5	Shareholder's Agreement among Financiere Faiveley S.A., FW Acquisition, LLC, and Wabtec Corporation dated as of October 6, 2015	15
3.1	Restated Certificate of Incorporation of the Company dated January 30, 1995, as amended December 31, 2003	9
3.2	Certificate of Amendment of Restated Certificate of Incorporation dated May 14, 2013	11
3.3	Amended and By-Laws of the Company, effective May 14, 2014	8
4.1	Indenture, dated August 8, 2013 by and between the Company and Wells Fargo, National Association, as Trustee	12
4.2	First Supplemental Indenture, dated August 8, 2013, by and between the Company and Wells Fargo Bank, National Association, as Trustee	12
4.3	Form of 4.375% Senior Note due 2023 (included in Exhibit 4.2)	12
10.1	Agreement of Sale and Purchase of the North American Operations of the Railway Products Group, an operating division of American Standard Inc. (now known as Trane), dated as of 1990 between Rail Acquisition Corp. and American Standard Inc. (only provisions on indemnification are reproduced)	2
10.2	Letter Agreement (undated) between the Company and American Standard Inc. (now known as Trane) on environmental costs and sharing	2
10.3	Purchase Agreement dated as of June 17, 1992 among the Company, Schuller International, Inc., Manville Corporation and European Overseas Corporation (only provisions on indemnification are reproduced)	2
10.4	Westinghouse Air Brake Company 1995 Non-Employee Directors' Fee and Stock Option Plan, as amended *	4
10.5	Westinghouse Air Brake Technologies Corporation 2000 Stock Incentive Plan, as amended *	4
10.6	Employment Agreement with Albert J. Neupaver, dated February 1, 2006 *	3
10.7	Form of Restricted Stock Agreement *	10
10.8	Westinghouse Air Brake Technologies Corporation 2011 Stock Incentive Plan *	5
10.9	Stock Purchase Agreement, by and among the Company, Standard Car Truck Company and Robclif, Inc., dated September 12, 2008	6
10.1	First Amended and Restated Refinancing Credit Agreement, dated as of December 19, 2013, by and among the Company, Wabtec Cooperatief UA, certain subsidiaries as the guarantors, the lenders party thereto and, PNC Bank, National Association, as Administrative Agent, PNC Capital Markets LLC, J.P. Morgan Securities, Inc., as Joint Lead Arranges and Joint Book Runners, JP Morgan Chase Bank, N.A. as Syndication Agent, Bank of America, N.A., and Citizens Bank of Pennsylvania, Branch Banking and Trust Company and The Bank of Toyko-Mitsubish UFJ, Ltd., as Co-Documentation Agents	13
10.1	Form of Employment Continuation Agreement entered into by the Company with Albert J. Neupaver, Raymond T. Betler, Charles F. Kovac, R. Mark Cox, David L. DeNinno, Patrick D. Dugan, Scott E. Wahlstrom and Timothy R. Wesley*	7
10.1	Wabtec Corporation Deferred Compensation Plan for Executive Officers and Directors as adopted December 10, 2009 *	10
10.1	Form of Agreement for Nonstatutory Stock Option under the 1995 Non-Employee Directors' Fee and Stock Option Plan, as amended *	10
10.1	Form of Agreement for Nonstatutory Stock Options under 2000 Stock Incentive Plan, as amended *	10

10.2	Form of Agreement for Nonstatutory Stock Options under 2011 Stock Incentive Plan as amended *	10
21.0	List of subsidiaries of the Company	1
23.1	Consent of Ernst & Young LLP	1
31.1	Rule 13a-14(a)/15d-14(a) Certifications	1
31.2	Rule 13a-14(a)/15d-14(a) Certifications	1
32.1	Section 1350 Certifications	1
101.INS	XBRL Instance Document.	1
101.SCH	XBRL Taxonomy Extension Calculation Linkbase Document	1
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	1
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	1
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	1
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	1

1 Filed herewith.

2 Filed as an exhibit to the Company's Registration Statement on Form S-1 (File No. 33-90866).

3 Filed as an exhibit to the Company's Quarterly Report on Form 10-Q (File No. 033-90866) for the period ended March 31, 2006.

4 Filed as an Annex to the Company's Schedule 14A Proxy Statement (File No. 1-13782) filed on April 13, 2006.

5 Filed as an Annex to the Company's Schedule 14A Proxy Statement (File No. 1-13782) filed on March 31, 2011.

6 Filed as an exhibit to the Company's Quarterly Report on Form 10-Q (File No. 1-13782) for the period ended September 30, 2008.

7 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782) dated July 2, 2009.

8 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated May 19, 2014.

9 Filed as an exhibit to the Company's Annual Report on Form 10-K (File No. 1-13782), dated February 25, 2011.

10 Filed as an exhibit to the Company's Annual Report on Form 10-K (File No. 1-13782), dated February 22, 2013.

11 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated May 15, 2013.

12 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated August 8, 2013.

13 Filed as an exhibit to the Company's Annual Report on Form 10-K (File No. 1-13782), dated February 21, 2014.

14 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated July 30, 2015.

15 Filed as an exhibit to the Company's Current Report on Form 8-K (File No. 1-13782), dated October 6, 2015.

\* Management contract or compensatory plan.



## BOARD OF DIRECTORS

**Albert J. Neupaver**  
Executive Chairman  
Wabtec Corporation

**William E. Kassling**  
Lead Director

**Emilio A. Fernandez (1,3)**  
Vice Chairman

**Raymond T. Betler**  
President and  
Chief Executive  
Officer  
Wabtec Corporation

**Robert J. Brooks (1,3)**  
Former Chief  
Financial Officer  
Wabtec Corporation

**Lee B. Foster II (1,2)**  
Chairman  
L.B. Foster Co

**Brian P. Hehir (1,2,3)**  
Former Vice Chairman  
Investment Banking  
Merrill Lynch

**Michael W. D. Howell (2,3)**  
Former Chief  
Executive Officer  
Transport Initiatives  
Edinburgh Limited

**Gary C. Valade (1)**  
Former Executive  
Vice President  
DaimlerChrysler

**Nickolas W. Vande Steeg (2,3)**  
Former President  
Parker Hannifin Corporation

(1) Audit Committee  
(2) Compensation Committee  
(3) Nominating and Corporate  
Governance Committee

## EXECUTIVE MANAGEMENT

**Albert J. Neupaver**  
Executive Chairman

**Raymond T. Betler**  
President and  
Chief Executive Officer

**Patrick D. Dugan**  
Senior Vice  
President,  
Chief Financial Officer

**R. Mark Cox**  
Senior Vice  
President,  
Corporate  
Development

**David L. DeNinno**  
Senior Vice President,  
General Counsel and  
Secretary

**Charles F. Kovac**  
Senior Vice  
President, Group  
Executive

**Scott E. Wahlstrom**  
Senior Vice President,  
Human Resources

**Robert C. Bourg**  
Vice President, Group  
Executive

**Karl-Heinz Colmer**  
Vice President,  
Group Executive

**Michael E. Fetsko III**  
Vice President,  
Group Executive

**John A. Mastalerz, Jr.**  
Vice President and  
Corporate Controller

**David J. Meyer**  
Vice President, Group  
Executive

**Timothy R. Wesley**  
Vice President,  
Investor Relations and  
Corporate Communications

## OPERATING MANAGEMENT

**Paul Bain**  
Managing Director,  
Wabtec Rail Scotland

**Darren J. Beatty**  
Vice President and  
General Manager-  
Operations,  
Wabtec Elastomers

**Bruce M. Beveridge**  
Vice President and  
General Manager,  
Wabtec Railway  
Electronics

**Brian C. Blackwell**  
Vice President,  
Corporate Quality

**Christiaan D. Bezuidenhout**  
Managing Director,  
Wabtec South Africa

**David A. Bode**  
Vice President and  
General Manager,  
Durox

**Michael B. Bratcher**  
Vice President,  
Signal and Train  
Management Systems

**Eugene H. Burgers**  
Managing Director,  
AKAPP-STEMMANN BV

**Wayne S. Caldow**  
Managing Director,  
Austbreck

**N. Michael Choat**  
Vice President,  
Rail Control Systems

**Greg S. Cody**  
Vice President and  
General Manager,  
Vapor Rail

**Yao Cui**  
Managing Director,  
Wabtec China

**Tapas Das Gupta**  
Managing Director,  
Wabtec India

**Vittorio De Soccio**  
Managing Director,  
CoFren

**Robert F. Dezzi**  
Vice President and  
General Manager,  
Wabtec Passenger  
Transit

**Robert D. Dimsa**  
Vice President,  
Locomotive Products

**Danny Dolzadelli**  
Managing Director,  
Wabtec Australia

**John Fink**  
Vice President,  
Sales and Marketing

**Celso P. Franciosi**  
Managing Director,  
Dia-Frag

**Robert R. Gallant**  
Vice President and  
General Manager,  
Vapor Bus  
International

**Steve Griffin**  
Vice President and  
General Manager,  
Railroad Controls

**Michael Grunwald**  
Managing Director,  
Fandstan Group

**Dirk Herkrath**  
Managing Director,  
Becorit

**John A. Howard**  
Vice President and  
General Manager,  
MotivePower

**Michael J. Isaac**  
Managing Director,  
LH Group

**Matthew P. Jarusinski**  
Vice President and  
General Manager,  
Railroad Friction  
Products Corp.

**W. Kent Jones**  
Vice President,  
Supply Chain

**Chris Katakouzinos**  
Managing Director, FIP

**Mickey J. Korzeniowski**  
Vice President and  
General Manager,  
Freight Car Products

**Brad Lewis**  
General Manager,  
Turbonetics

**Gregory C. Lewis**  
Vice President and  
General Manager,  
Unifin International

**Doug Loudon**  
Managing Director,  
Brush Traction

**Robert Milazzo**  
Vice President and  
General Manager,  
Xorail

**Matthew D. Mitsch**  
Vice President and  
General Manager,  
WABCO Locomotive  
Products

**Jason D. Moore**  
Vice President and  
General Manager,  
Ricon Corporation

**Renata Muramatsu**  
Managing Director,  
Wabtec Brasil

**Sebastial Oertel**  
Managing Director,  
Vapor Europe

**Mark J. Pace**  
Vice President,  
Sales and Marketing

**Ian Paradis**  
Managing Director,  
TransTech

**Giuseppe A. Poli**  
Managing Director,  
POLI

**Graham T. Russell**  
Managing Director,  
Wabtec Control Systems

**Robert M. Sehnert**  
Vice President,  
Wabtec Global Services

**Jaidip Sen**  
Managing Director  
Napier Turbochargers

**Gary M. Sich**  
Vice President and  
General Manager,  
Freight Pneumatics

**Selim Simbil**  
Managing Director,  
MZT

**Gary L. Smith**  
Vice President and  
General Manager,  
Wabtec Elastomers

**Geoff D. Smith**  
Vice President,  
Radiator and Heat  
Exchanger

**Jeffrey W. Stearns**  
Vice President,  
Sales and Marketing

**Nima Tehrani**  
Vice President and General  
Manager, Wabtec Integrated  
Systems

**Jeffrey Thorne**  
Regional Director,  
Brecknell Willis Asia

**Michael A. Trivisonno**  
Vice President and  
General Manager,  
Swiger Coil Systems

**David Waller**  
Managing Director,  
Brecknell Willis Group

**Chris J. Weatherall**  
Managing Director,  
Wabtec Rail Group

**Warren J. White**  
Regional Managing Director,  
Australia

**Arne J. Wijnmaalen**  
Managing Director,  
Mors Smitt

**Thomas Wilmes**  
Managing Director,  
Stemmann Group

**George Wilson-Fitzgerald**  
Managing Director,  
Bearward Engineering

**Ronald L. Witt**  
Vice President,  
International

**David I. Woolhouse**  
Managing Director,  
Wabtec Rail