

HARLEY DAVIDSON INC
Form 10-Q
May 04, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

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

For the quarterly period ended March 27, 2011

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

For the transition period from to

Commission file number 1-9183

Harley-Davidson, Inc.

(Exact name of registrant as specified in its charter)

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Wisconsin
(State of organization)

39-1382325
(I.R.S. Employer Identification No.)

3700 West Juneau Avenue
Milwaukee, Wisconsin
(Address of principal executive offices)

53208
(Zip code)

Registrants telephone number: (414) 342-4680

None

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Number of shares of the registrant's common stock outstanding at April 27, 2011: 236,272,140 shares

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Harley-Davidson, Inc.

Form 10-Q

For The Quarter Ended March 27, 2011

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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****HARLEY-DAVIDSON, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share amounts)****(Unaudited)**

| | Three months ended | |
|--|---------------------------|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Revenue: | | |
| Motorcycles and related products | \$ 1,063,044 | \$ 1,037,335 |
| Financial services | 161,886 | 169,837 |
| Total revenue | 1,224,930 | 1,207,172 |
| Costs and expenses: | | |
| Motorcycles and related products cost of goods sold | 711,178 | 657,788 |
| Financial services interest expense | 58,035 | 81,203 |
| Financial services provision for credit losses | 5,606 | 31,806 |
| Selling, administrative and engineering expense | 234,115 | 235,350 |
| Restructuring expense | 22,999 | 48,236 |
| Total costs and expenses | 1,031,933 | 1,054,383 |
| Operating income | 192,997 | 152,789 |
| Investment income | 1,398 | 876 |
| Interest expense | 11,481 | 23,455 |
| Income before provision for income taxes | 182,914 | 130,210 |
| Provision for income taxes | 63,654 | 61,469 |
| Income from continuing operations | 119,260 | 68,741 |
| Loss from discontinued operations, net of tax | | (35,416) |
| Net income | \$ 119,260 | \$ 33,325 |
| Earnings per common share from continuing operations: | | |
| Basic | \$ 0.51 | \$ 0.30 |
| Diluted | \$ 0.51 | \$ 0.29 |
| Loss per common share from discontinued operations: | | |
| Basic | \$ | \$ (0.15) |
| Diluted | \$ | \$ (0.15) |
| Earnings per common share: | | |
| Basic | \$ 0.51 | \$ 0.14 |
| Diluted | \$ 0.51 | \$ 0.14 |

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| | | | | |
|---------------------------------|----|------|----|------|
| Cash dividends per common share | \$ | 0.10 | \$ | 0.10 |
|---------------------------------|----|------|----|------|

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents**HARLEY-DAVIDSON, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands)**

| | (Unaudited) March 27, 2011 | December 31, 2010 | (Unaudited) March 28, 2010 |
|--|----------------------------------|----------------------|----------------------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 932,515 | \$ 1,021,933 | \$ 1,442,798 |
| Marketable securities | 115,209 | 140,118 | 39,416 |
| Accounts receivable, net | 297,671 | 262,382 | 286,518 |
| Finance receivables held for investment, net | 1,276,780 | 1,080,432 | 1,252,420 |
| Restricted finance receivables held by variable interest entities, net | 637,760 | 699,026 | 809,779 |
| Inventories | 372,323 | 326,446 | 322,238 |
| Assets of discontinued operations | | | 151,175 |
| Restricted cash held by variable interest entities | 294,903 | 288,887 | 401,275 |
| Other current assets | 243,427 | 247,402 | 315,890 |
| Total current assets | 4,170,588 | 4,066,626 | 5,021,509 |
| Finance receivables held for investment, net | 1,806,563 | 1,553,781 | 1,274,734 |
| Restricted finance receivables held by variable interest entities, net | 2,304,320 | 2,684,330 | 3,299,070 |
| Property, plant and equipment, net | 799,091 | 815,112 | 847,480 |
| Goodwill | 30,988 | 29,590 | 29,818 |
| Other long-term assets | 293,592 | 281,301 | 230,292 |
| | \$ 9,405,142 | \$ 9,430,740 | \$ 10,702,903 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Current liabilities: | | | |
| Accounts payable | \$ 292,676 | \$ 225,346 | \$ 265,905 |
| Accrued liabilities | 580,083 | 556,671 | 599,820 |
| Liabilities of discontinued operations | | | 61,726 |
| Short-term debt | 393,393 | 480,472 | 160,837 |
| Current portion of long-term debt | | | 396,169 |
| Current portion of long-term debt held by variable interest entities | 721,179 | 751,293 | 898,935 |
| Total current liabilities | 1,987,331 | 2,013,782 | 2,383,392 |
| Long-term debt | 2,963,375 | 2,516,650 | 2,862,725 |
| Long-term debt held by variable interest entities | 1,603,584 | 2,003,941 | 2,707,748 |
| Pension liability | 99,627 | 282,085 | 239,445 |
| Postretirement healthcare liability | 254,505 | 254,762 | 265,117 |
| Other long-term liabilities | 156,472 | 152,654 | 157,077 |
| Commitments and contingencies (Note 17) | | | |
| Total shareholders' equity | 2,340,248 | 2,206,866 | 2,087,399 |
| | \$ 9,405,142 | \$ 9,430,740 | \$ 10,702,903 |

The accompanying notes are an integral part of the consolidated financial statements.

Table of Contents**HARLEY-DAVIDSON, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

| | Three months ended | |
|---|---------------------------|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Net cash (used by) provided by operating activities of continuing operations (Note 3) | \$ (104,918) | \$ 200,842 |
| Cash flows from investing activities of continuing operations: | | |
| Capital expenditures | (27,704) | (14,558) |
| Origination of finance receivables held for investment | (549,200) | (455,879) |
| Collections on finance receivables held for investment | 676,952 | 653,983 |
| Purchases of marketable securities | (5,000) | |
| Sales and redemptions of marketable securities | 29,974 | |
| Net cash provided by investing activities of continuing operations | 125,022 | 183,546 |
| Cash flows from financing activities of continuing operations: | | |
| Proceeds from issuance of medium-term notes | 447,076 | |
| Repayments of securitization debt | (430,471) | (445,215) |
| Net decrease in credit facilities and unsecured commercial paper | (96,174) | (50,703) |
| Net change in restricted cash | (6,016) | (34,734) |
| Dividends | (23,643) | (23,488) |
| Purchase of common stock for treasury | (4,699) | (1,191) |
| Excess tax benefits from share-based payments | 3,262 | 34 |
| Issuance of common stock under employee stock option plans | 3,861 | 1,101 |
| Net cash used by financing activities of continuing operations | (106,804) | (554,196) |
| Effect of exchange rate changes on cash and cash equivalents of continuing operations | (2,693) | (606) |
| Net decrease in cash and cash equivalents of continuing operations | (89,393) | (170,414) |
| Cash flows from discontinued operations: | | |
| Cash flows from operating activities of discontinued operations | (25) | (13,723) |
| Cash flows from investing activities of discontinued operations | | (393) |
| Effect of exchange rate changes on cash and cash equivalents of discontinued operations | | (635) |
| | (25) | (14,751) |
| Net decrease in cash and cash equivalents | \$ (89,418) | \$ (185,165) |
| Cash and cash equivalents: | | |
| Cash and cash equivalents - beginning of period | \$ 1,021,933 | \$ 1,630,433 |
| Cash and cash equivalents of discontinued operations - beginning of period | | 6,063 |
| Net decrease in cash and cash equivalents | (89,418) | (185,165) |
| Less: Cash and cash equivalents of discontinued operations - end of period | | (8,533) |
| Cash and cash equivalents - end of period | \$ 932,515 | \$ 1,442,798 |

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The accompanying notes are an integral part of the consolidated financial statements.

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HARLEY-DAVIDSON, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Use of Estimates

The condensed consolidated financial statements include the accounts of Harley-Davidson, Inc. and its wholly-owned subsidiaries (the Company), including the accounts of the group of companies doing business as Harley-Davidson Motor Company (HDMC) and Harley-Davidson Financial Services (HDFS). In addition, certain variable interest entities (VIEs) related to secured financing are consolidated as the Company is the primary beneficiary. All intercompany accounts and material intercompany transactions are eliminated.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the condensed consolidated balance sheets as of March 27, 2011 and March 28, 2010, the condensed consolidated statements of operations for the three month periods then ended and the condensed consolidated statements of cash flows for the three month periods then ended.

Certain information and footnote disclosures normally included in complete financial statements have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) and U.S. generally accepted accounting principles (U.S. GAAP) for interim financial reporting. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

The Company operates in two business segments: Motorcycles & Related Products (Motorcycles) and Financial Services (Financial Services).

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

During 2008, the Company acquired Italian motorcycle manufacturer MV Agusta (MV). On October 15, 2009, the Company announced its intent to divest MV, and the Company completed the sale on August 6, 2010. MV is presented as a discontinued operation for all periods.

2. New Accounting Standards

Accounting Standards Recently Adopted

In July 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-20, Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. ASU No. 2010-20 amends the guidance within Accounting Standards Codification (ASC) Topic 310, Receivables to facilitate financial statement users' evaluation of (1) the nature of credit risk inherent in the entity's portfolio of financing receivables; (2) how that risk is analyzed and assessed in arriving at the allowance for credit losses; and (3) the changes and reasons for those changes in the allowance for credit losses. The amendments in ASU No. 2010-20 also require an entity to provide additional disclosures such as a rollforward schedule of the allowance for credit losses on a portfolio segment basis, credit quality indicators of financing receivables and the aging of past due financing receivables. The Company was required to adopt the majority of ASU No. 2010-20 as of December 31, 2010 with the remainder as of January 1, 2011; please refer to Note 6 for further discussion.

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140. SFAS No. 166 amended the guidance within ASC Topic 860, Transfers and Servicing, primarily by removing the concept of a qualifying special purpose entity as well as removing the exception from applying FASB Interpretation No. 46(R), Consolidation of Variable Interest Entities. Upon the effective adoption date, formerly qualifying special purpose entities (QSPEs) as defined under prior U.S. GAAP had to be evaluated for consolidation within an entity's financial statements. Additionally, the guidance within ASC Topic

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860 requires enhanced disclosures about the transfer of financial assets as well as an entity's continuing involvement, if any, in transferred financial assets. In connection with term asset-backed securitization transactions prior to 2009, HDFS utilized QSPEs as defined under prior U.S. GAAP which were not subject to consolidation in the Company's financial statements.

In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R). SFAS No. 167 amended the guidance within ASC Topic 810, Consolidations, by adding formerly off-balance sheet QSPEs to its scope (the concept of these entities was eliminated by SFAS No. 166). In addition, companies must perform an analysis to determine whether the company's variable interest or interests give it a controlling financial interest in a variable interest entity (VIE). Companies must also reassess on an ongoing basis whether they are the primary beneficiary of a VIE.

The Company was required to adopt the new guidance within ASC Topic 810 and ASC Topic 860 as of January 1, 2010. The Company determined that the formerly unconsolidated QSPEs that HDFS utilized were VIEs, of which the Company was the primary beneficiary, and consolidated them into the Company's financial statements beginning January 1, 2010; please refer to Note 7 for further information concerning the Company's consolidated VIEs.

Accounting Standards Not Yet Adopted

In April 2011, the FASB issued ASU No. 2011-02, A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring. ASU No. 2011-02 amends the guidance within ASC Topic 310, Receivables to clarify how creditors determine when a restructuring constitutes a troubled debt restructuring. In addition, ASU No. 2011-02 clarifies the guidance on a creditor's evaluation of whether a debtor is experiencing financial difficulties even though the debtor may not be in payment default. The Company is required to adopt ASU No. 2011-02 beginning in the third quarter of 2011 and is currently evaluating the impact of adoption.

3. Additional Balance Sheet and Cash Flow Information*Marketable Securities*

The Company's marketable securities consisted of the following (in thousands):

| | March 27, 2011 | December 31, 2010 | March 28, 2010 |
|---------------------|-------------------|----------------------|-------------------|
| Available-for-sale: | | | |
| Corporate bonds | \$ 55,232 | \$ 50,231 | \$ 39,416 |
| U.S. Treasuries | 59,977 | 89,887 | |
| | \$ 115,209 | \$ 140,118 | \$ 39,416 |

The Company's available-for-sale securities are carried at fair value with any unrealized gains or losses reported in other comprehensive income, and have maturities of less than one year. During the first three months of 2011 and 2010, the Company recognized gross unrealized gains of \$0.1 million and \$0.8 million, respectively, or \$0.04 million and \$0.5 million net of taxes, respectively, to adjust amortized cost to fair value.

Table of Contents*Inventories*

Inventories are valued at the lower of cost or market. Substantially all inventories located in the United States are valued using the last-in, first-out (LIFO) method. Other inventories are valued at the lower of cost or market using the first-in, first-out (FIFO) method. Inventories consist of the following (in thousands):

| | March 27, 2011 | December 31, 2010 | March 28, 2010 |
|--|---------------------------|------------------------------|---------------------------|
| Components at the lower of FIFO cost or market | | | |
| Raw materials and work in process | \$ 99,538 | \$ 100,082 | \$ 98,420 |
| Motorcycle finished goods | 187,687 | 158,425 | 163,093 |
| Parts and accessories and general merchandise | 119,134 | 101,975 | 96,162 |
| Inventory at lower of FIFO cost or market | 406,359 | 360,482 | 357,675 |
| Excess of FIFO over LIFO cost | (34,036) | (34,036) | (35,437) |
| | \$ 372,323 | \$ 326,446 | \$ 322,238 |

Table of Contents*Operating Cash Flow*

The reconciliation of net income to net cash (used by) provided by operating activities is as follows (in thousands):

| | Three months ended | |
|---|---------------------------|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Cash flows from operating activities: | | |
| Net income | \$ 119,260 | \$ 33,325 |
| Loss from discontinued operations | | (35,416) |
| Income from continuing operations | 119,260 | 68,741 |
| Adjustments to reconcile income from continuing operations to net cash (used by) provided by operating activities: | | |
| Depreciation | 42,947 | 67,392 |
| Amortization of deferred loan origination costs | 19,329 | 22,519 |
| Amortization of financing origination fees | 3,107 | 9,064 |
| Provision for employee long-term benefits | 15,563 | 25,902 |
| Contributions to pension and postretirement plans | (204,816) | (16,137) |
| Stock compensation expense | 9,153 | 6,123 |
| Net change in wholesale finance receivables | (163,967) | (173,994) |
| Provision for credit losses | 5,606 | 31,806 |
| Pension and postretirement healthcare plan curtailment and settlement expense | 236 | 1,558 |
| Foreign currency adjustments | 29 | (2,962) |
| Other, net | 14,112 | 20,047 |
| Changes in current assets and liabilities: | | |
| Accounts receivable, net | (27,048) | (26,656) |
| Finance receivables - accrued interest and other | 3,542 | 5,934 |
| Inventories | (38,200) | (7,158) |
| Accounts payable and accrued liabilities | 98,960 | 176,880 |
| Restructuring reserves | 7,757 | (2,125) |
| Derivative instruments | 2,157 | 838 |
| Other | (12,645) | (6,930) |
| Total adjustments | (224,178) | 132,101 |
| Net cash (used by) provided by operating activities of continuing operations | \$ (104,918) | \$ 200,842 |

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In October 2009, the Company unveiled a new business strategy to drive growth through a focus of efforts and resources on the unique strengths of the Harley-Davidson brand and to enhance productivity and profitability through continuous improvement. The Company's Board of Directors approved and the Company committed to the divestiture of MV as part of this strategy. The Company engaged a third party investment bank to assist with the marketing and sale of MV. During 2009, the Company recorded pre-tax impairment charges of \$115.4 million related to MV. The 2009 impairment charges consisted of \$85.5 million goodwill impairment, \$19.8 million fixed asset impairment and \$10.1 million intangible assets impairment.

At each subsequent reporting date in 2010 through the date of sale, the fair value less selling costs was re-assessed, and additional impairment charges totaling \$111.8 million were recognized in 2010, of which \$35.0 million was recognized in the first quarter of 2010. As the effort to sell MV progressed into 2010, adverse factors led to further decreases in the fair value of MV. During 2010, challenging economic conditions continued to persist, negatively impacting the appetite of prospective buyers and the motorcycle industry as a whole. Information coming directly from the selling process, including discussions with the prospective buyers, indicated a fair value that was less than previously estimated.

On August 6, 2010, the Company concluded its sale of MV to MV Augusta Motor Holding S.r.l., a company controlled by the former owner of MV. Under the agreement relating to the sale, (1) the Company received nominal consideration in return for the transfer of MV and related assets; (2) the parties waived their respective rights under the stock purchase agreement and other documents related to the Company's purchase of MV in 2008, which included a waiver of the former owner's right to contingent earn-out consideration; and (3) the Company contributed 20.0 million Euros to MV as operating capital. The 20.0 million Euros contributed were factored into the Company's estimate of MV's fair value prior to the sale and was recognized in the 2010 impairment charges discussed above. As a result of the impairment charges recorded prior to the sale, the Company only incurred an immaterial loss on the date of sale, which was included in the loss from discontinued operations, net of tax, during the year ended December 31, 2010.

The following table summarizes the net revenue, pre-tax loss, net loss and loss per common share from discontinued operations for the period noted (in thousands, except per share amounts):

| | Three months ended |
|--------------------------|---------------------------|
| | March 28, |
| | 2010 |
| Revenue | \$ 22,551 |
| Loss before income taxes | \$ (41,809) |
| Net loss | \$ (35,416) |
| Loss per common share | \$ (0.15) |

During the first quarter of 2010, the Company incurred a \$41.8 million pre-tax loss from discontinued operations, or \$35.4 million net of tax. Included in the first quarter 2010 operating loss was an impairment charge of \$35.0 million, or \$28.6 million net of tax, which represented the excess of net book value of the held-for-sale assets over the fair value less selling costs. The impairment charge is included in loss from discontinued operations and consisted of \$22.7 million fixed asset impairment and \$12.3 million intangible asset impairment.

5. Restructuring Expense*2011 Restructuring Plan*

In February 2011, the Company's unionized employees at its facility in Kansas City, Missouri ratified a new seven-year labor agreement which takes effect in April 2012 when the current contract expires. The new contract is similar to the labor agreements ratified at the Company's Wisconsin facilities in September 2010 and its York, Pennsylvania facility in December 2009, and allows for similar flexibility and increased production efficiency. Once the new contract is implemented, the production system in Kansas City, like Wisconsin and York, will include the addition of a flexible workforce component.

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After taking actions to implement the new ratified labor agreement (2011 Restructuring Plan), the Company expects to have about 540 full-time hourly unionized employees in its Kansas City facility when the contract is implemented in 2012, about 145 fewer than would be required under the existing contract.

Under the 2011 Restructuring Plan, restructuring expenses consist of employee severance and termination costs and other related costs. The Company expects to incur approximately \$15 million in restructuring expenses related to the new contract through 2012, of which approximately 10% are expected to be non-cash. During the first quarter of 2011, the Company recorded a \$6.5 million restructuring charge related to the 2011 Restructuring Plan.

The following table summarizes the Company's 2011 Restructuring Plan reserve recorded in accrued liabilities as of March 27, 2011 (in thousands):

| | Motorcycles & Related Products | | |
|------------------------|---|--------------|--------------|
| | Employee Severance and Termination Costs | Other | Total |
| Restructuring expense | \$ 6,382 | \$ 134 | \$ 6,516 |
| Utilized - cash | | (134) | (134) |
| Utilized - noncash | (236) | | (236) |
| Balance March 27, 2011 | \$ 6,146 | \$ | \$ 6,146 |

For the three months ended March 27, 2011, restructuring expense included \$0.2 million of noncash curtailment losses related to the Company's pension plan that covers employees of the Kansas City facility.

2010 Restructuring Plan

In September 2010, the Company's unionized employees at its facilities in Milwaukee and Tomahawk, Wisconsin ratified three separate new seven-year labor agreements which take effect in April 2012 when the current contracts expire. The new contracts are similar to the labor agreement ratified at the Company's York, Pennsylvania facility in December 2009 and allow for similar flexibility and increased production efficiency. Once the new contracts are implemented, the production system in Wisconsin, like York, will include the addition of a flexible workforce component.

After taking actions to implement the new ratified labor agreements (2010 Restructuring Plan), the Company expects to have about 700 full-time hourly unionized employees in its Milwaukee facilities when the contracts are implemented in 2012, about 250 fewer than would be required under the existing contract. In Tomahawk, the Company expects to have a full-time hourly unionized workforce of about 200 when the contract is implemented, about 75 fewer than would be required under the current contract.

Under the 2010 Restructuring Plan, restructuring expenses consist of employee severance and termination costs and other related costs. The Company expects to incur approximately \$78 million in restructuring expenses related to the new contracts through 2012, of which approximately 35% are expected to be non-cash. On a cumulative basis, the Company has incurred \$47.5 million of restructuring expense under the 2010 Restructuring Plan as of March 27, 2011, of which \$3.1 million was incurred during the first quarter of 2011.

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The following table summarizes the Company's 2010 Restructuring Plan reserve recorded in accrued liabilities as of March 27, 2011 (in thousands):

| | Motorcycles & Related Products Employee Severance and Termination Costs | |
|---------------------------|--|--------|
| Balance December 31, 2010 | \$ | 8,652 |
| Restructuring expense | | 3,144 |
| Utilized - cash | | (594) |
| Balance March 27, 2011 | \$ | 11,202 |

2009 Restructuring Plan

During 2009, in response to the U.S. economic recession and worldwide slowdown in consumer demand, the Company committed to a volume reduction and a combination of restructuring actions (2009 Restructuring Plan) in the Motorcycles and Financial Services segments which are expected to be completed at various dates between 2009 and 2012. The 2009 Restructuring Plan was designed to reduce administrative costs, eliminate excess capacity and exit non-core business operations. The Company's significant announced actions include the restructuring and transformation of its York, Pennsylvania production facility including the implementation of a new more flexible unionized labor agreement; consolidation of facilities related to engine and transmission production; outsourcing of certain distribution and transportation activities and exiting the Buell product line.

The 2009 Restructuring Plan included a reduction of approximately 2,700 to 2,900 hourly production positions and approximately 720 non-production, primarily salaried positions within the Motorcycles segment and approximately 100 salaried positions in the Financial Services segment.

Under the 2009 Restructuring Plan, restructuring expenses consist of employee severance and termination costs, accelerated depreciation on the long-lived assets that will be exited as part of the 2009 Restructuring Plan and other related costs. The Company expects total costs related to the 2009 Restructuring Plan to result in restructuring and impairment expenses of approximately \$417 million to \$432 million from 2009 to 2012, of which approximately 30% are expected to be non-cash. On a cumulative basis, the Company has incurred \$356.7 million of restructuring and impairment expense under the 2009 Restructuring Plan as of March 27, 2011, of which \$13.3 million was incurred during the first quarter of 2011. Approximately 2,500 employees have left the Company under the 2009 Restructuring Plan as of March 27, 2011.

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The following table summarizes the Company's 2009 Restructuring Plan reserve recorded in accrued liabilities as of March 27, 2011 (in thousands):

| | Motorcycles & Related Products | | | Total | Financial Services | Consolidated |
|---------------------------|--|-----------------------------|-----------|-----------|---|--------------|
| | Employee Severance and Termination Costs | Accelerated Depreciation | Other | | Employee Severance and Termination Costs | |
| Balance December 31, 2009 | \$ 36,070 | \$ | \$ 31,422 | \$ 67,492 | \$ 219 | \$ 67,711 |
| Restructuring expense | 19,677 | 20,790 | 7,769 | 48,236 | | 48,236 |
| Utilized - cash | (23,774) | | (6,123) | (29,897) | (44) | (29,941) |
| Utilized - noncash | 1,023 | (20,790) | (475) | (20,242) | (175) | (20,417) |
| Balance March 28, 2010 | \$ 32,996 | \$ | \$ 32,593 | \$ 65,589 | \$ | \$ 65,589 |
| Restructuring expense | 11,442 | 27,133 | 32,314 | 70,889 | | 70,889 |
| Utilized - cash | (20,620) | | (55,391) | (76,011) | | (76,011) |
| Utilized - noncash | | (27,133) | (2,931) | (30,064) | | (30,064) |
| Noncash reserve release | | | (3,821) | (3,821) | | (3,821) |
| Balance December 31, 2010 | \$ 23,818 | \$ | \$ 2,764 | \$ 26,582 | \$ | \$ 26,582 |
| Restructuring expense | 2,954 | | 10,385 | 13,339 | | 13,339 |
| Utilized - cash | (4,028) | | (10,546) | (14,574) | | (14,574) |
| Utilized - noncash | | | 296 | 296 | | 296 |
| Balance March 27, 2011 | \$ 22,744 | \$ | \$ 2,899 | \$ 25,643 | \$ | \$ 25,643 |

Other restructuring costs under the 2009 Restructuring Plan include items such as the exit costs for terminating supply contracts, lease termination costs and moving costs. During the fourth quarter of 2010, the Company released \$3.8 million of its 2009 Restructuring Plan reserve related to exiting the Buell product line as these costs are no longer expected to be incurred.

6. Finance Receivables

HDFS provides retail financial services to customers of the Company's independent dealers in the United States and Canada. The origination of retail loans is a separate and distinct transaction between HDFS and the retail customer, unrelated to the Company's sale of product to its dealers. Retail finance receivables consist of secured promissory notes and installment loans. HDFS holds either titles or liens on titles to vehicles financed by promissory notes and installment loans.

HDFS offers wholesale financing to the Company's independent dealers. Wholesale loans to dealers are generally secured by financed inventory or property and are originated in the U.S. and Canada.

Finance receivables, net, including finance receivables held by VIEs, consisted of the following (in thousands):

| | March 27, 2011 | December 31, 2010 | March 28, 2010 |
|-----------------------------|-------------------|----------------------|-------------------|
| Retail | \$ 5,225,155 | \$ 5,377,161 | \$ 5,766,920 |
| Wholesale | 959,952 | 813,997 | 1,061,183 |
| | 6,185,107 | 6,191,158 | 6,828,103 |
| Allowance for credit losses | (159,684) | (173,589) | (192,100) |

\$ 6,025,423 \$ 6,017,569 \$ 6,636,003

At March 27, 2011, December 31, 2010 and March 28, 2010, the Company's Condensed Consolidated Balance Sheet included finance receivables of \$2.94 billion, \$3.38 billion and \$4.11 billion, respectively, which were restricted as collateral for the payment of debt held by VIEs and other related obligations as discussed in Note 7. These receivables are included in retail finance receivables in the table above.

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A provision for credit losses on finance receivables is charged to earnings in amounts sufficient to maintain the allowance for credit losses on finance receivables at a level that is adequate to cover losses of principal inherent in the existing portfolio. The allowance for credit losses on finance receivables represents management's estimate of probable losses inherent in the finance receivable portfolio as of the balance sheet date. However, due to the use of projections and assumptions in estimating the losses, the amount of losses actually incurred by the Company could differ from the amounts estimated.

Changes in the allowance for credit losses on finance receivables by portfolio for the three months ended March 27, 2011 were as follows (in thousands):

| | Retail | Wholesale | Total |
|-------------------------------------|------------|-----------|------------|
| Balance, beginning of period | \$ 157,791 | \$ 15,798 | \$ 173,589 |
| Provision for finance credit losses | 3,439 | 2,167 | 5,606 |
| Charge-offs | (35,191) | | (35,191) |
| Recoveries | 15,665 | 15 | 15,680 |
| Balance, end of period | \$ 141,704 | \$ 17,980 | \$ 159,684 |

Included in the \$141.7 million retail allowance for credit losses on finance receivables is \$82.3 million related to finance receivables held by VIEs.

Portions of the allowance for credit losses on finance receivables are specified to cover estimated losses on finance receivables specifically identified for impairment. The unspecified portion of the allowance for credit losses on finance receivables covers estimated losses on finance receivables which are collectively reviewed for impairment. Finance receivables are considered impaired when management determines it is probable that the Company will be unable to collect all amounts due according to the terms of the loan agreement.

The retail portfolio primarily consists of a large number of small balance, homogeneous finance receivables. HDFS performs a periodic and systematic collective evaluation of the adequacy of the retail allowance for credit losses. HDFS utilizes loss forecast models which consider a variety of factors including, but not limited to, historical loss trends, origination or vintage analysis, known and inherent risks in the portfolio, the value of the underlying collateral, recovery rates and current economic conditions including items such as unemployment rates. As retail finance receivables are collectively and not individually reviewed for impairment, this portfolio does not have finance receivables specifically impaired.

The wholesale portfolio is primarily composed of large balance, non-homogeneous loans. The Company's evaluation for the wholesale allowance for credit losses is first based on a loan-by-loan review. A specific allowance for credit losses is established for wholesale finance receivables determined to be individually impaired when management concludes that the borrower will not be able to make full payment of the contractual amounts due based on the original terms of the loan agreements. The impairment is determined based on the cash that the Company expects to receive discounted at the loan's original interest rate or the fair value of the collateral, if the loan is collateral-dependent. In establishing the allowance for credit losses, management considers a number of factors including the specific borrower's financial performance as well as ability to repay. Finance receivables in the wholesale portfolio that are not considered impaired on an individual basis are segregated, based on similar risk characteristics, according to the Company's internal risk rating system and collectively evaluated for impairment. The related allowance for credit losses is based on factors such as the Company's past loan loss experience, current economic conditions as well as the value of the underlying collateral.

Impaired wholesale finance receivables also include loans that have been modified in troubled debt restructurings as a concession to borrowers experiencing financial difficulty. Generally, it is the Company's policy not to change the terms and conditions of finance receivables. However, to minimize the economic loss the Company may modify certain impaired finance receivables in troubled debt restructurings. Total restructured finance receivables are not significant.

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The allowance for credit losses and finance receivables by portfolio, segregated by those amounts that are individually evaluated for impairment and those that are collectively evaluated for impairment at March 27, 2011, is as follows (in thousands):

| | Retail | Wholesale | Total |
|--|--------------|------------|--------------|
| Allowance for credit losses, ending balance: | | | |
| Individually evaluated for impairment | \$ | \$ 3,451 | \$ 3,451 |
| Collectively evaluated for impairment | 141,704 | 14,529 | 156,233 |
| Total allowance for credit losses | \$ 141,704 | \$ 17,980 | \$ 159,684 |
| Finance receivables, ending balance: | | | |
| Individually evaluated for impairment | \$ | \$ 5,187 | \$ 5,187 |
| Collectively evaluated for impairment | 5,225,155 | 954,765 | 6,179,920 |
| Total finance receivables | \$ 5,225,155 | \$ 959,952 | \$ 6,185,107 |

Additional information related to the wholesale finance receivables that are individually deemed to be impaired under ASC Topic 310, Receivables, at March 27, 2011 includes (in thousands):

| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|--|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| Wholesale: | | | | | |
| No related allowance recorded | \$ | \$ | \$ | \$ | \$ |
| Related allowance recorded | 5,187 | 5,037 | 3,451 | 5,527 | |
| Total impaired wholesale finance receivables | \$ 5,187 | \$ 5,037 | \$ 3,451 | \$ 5,527 | \$ |

Retail finance receivables are contractually delinquent if the minimum payment is not received by the specified due date. Retail finance receivables are generally charged-off at 120 days contractually past due. Retail finance receivables accrue interest until either collected or charged-off. Accordingly, as of March 27, 2011, all retail finance receivables are accounted for as interest-earning receivables.

Wholesale finance receivables are delinquent if the minimum payment is not received by the contractual due date. Interest continues to accrue on past due wholesale finance receivables until the date the collection of the finance receivables becomes doubtful, at which time the finance receivable is placed on non-accrual status. The Company will resume accruing interest on these wholesale finance receivables when payments are current according to the terms of the loan agreements and future payments are reasonably assured. While on non-accrual status, all cash received is applied to principal or interest as appropriate. Wholesale finance receivables are written down once management determines that the specific borrower does not have the ability to repay the loan in full. The recorded investment of non-accrual status wholesale finance receivables at March 27, 2011 was \$5.2 million.

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An analysis of the aging of past due finance receivables, which includes non-accrual status finance receivables, at March 27, 2011 is as follows (in thousands):

| | Current | 31-60 Days Past Due | 61-90 Days Past Due | Greater than 90 Days Past Due | Total Past Due | Total Finance Receivables |
|--------------|---------------------|------------------------|------------------------|-------------------------------------|-------------------|---------------------------------|
| Retail | \$ 5,059,870 | \$ 107,471 | \$ 32,691 | \$ 25,123 | \$ 165,285 | \$ 5,225,155 |
| Wholesale | 955,478 | 881 | 895 | 2,698 | 4,474 | 959,952 |
| Total | \$ 6,015,348 | \$ 108,352 | \$ 33,586 | \$ 27,821 | \$ 169,759 | \$ 6,185,107 |

Included in the \$27.8 million of finance receivables contractually greater than 90 days past due, which includes non-accrual status finance receivables, are \$25.1 million of retail finance receivables and \$2.0 million of wholesale finance receivables that are accruing interest.

A significant part of managing HDFS finance receivable portfolios includes the assessment of credit risk associated with each borrower. As the credit risk varies between the retail and wholesale portfolios, HDFS utilizes different credit risk indicators for each portfolio.

HDFS manages retail credit risk through its credit approval policy and ongoing collection efforts. HDFS uses FICO scores to differentiate the expected default rates of retail credit applicants enabling the Company to better evaluate credit applicants for approval and to tailor pricing according to this assessment. Retail loans with a FICO score of 640 or above at origination are considered prime, and loans with a FICO score below 640 are considered sub-prime. These credit quality indicators are determined at the time of loan origination and are not updated subsequent to the loan origination date.

The recorded investment of retail finance receivables, by credit quality indicator, at March 27, 2011 was as follows (in thousands):

| | |
|--------------|---------------------|
| Prime | \$ 4,185,825 |
| Sub-prime | 1,039,330 |
| Total | \$ 5,225,155 |

HDFS credit risk on the wholesale portfolio is different from that of the retail portfolio. Whereas the retail portfolio represents a relatively homogeneous pool of retail finance receivables that exhibit more consistent loss patterns, the wholesale portfolio exposures are less consistent. HDFS utilizes an internal credit risk rating system to manage credit risk exposure consistently across wholesale borrowers and capture credit risk factors for each borrower.

HDFS uses the following internal credit quality indicators, based on the Company's internal risk rating system, listed from highest level of risk to lowest level of risk for the wholesale portfolio: Doubtful, Substandard, Special Mention, Medium Risk and Low Risk. Based upon management's review, the dealers classified in the Doubtful category are the dealers with the greatest likelihood of being charged-off, while the dealers classified as Low Risk are least likely to be charged-off. The internal rating system considers factors such as the specific borrowers' ability to repay and the estimated value of any collateral. Dealer risk rating classifications are reviewed and updated on a quarterly basis.

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The recorded investment of wholesale finance receivables, by internal credit quality indicator, at March 27, 2011 was as follows (in thousands):

| | |
|-----------------|------------|
| Doubtful | \$ 20,550 |
| Substandard | 19,510 |
| Special Mention | 21,069 |
| Medium Risk | 16,225 |
| Low Risk | 882,598 |
| Total | \$ 959,952 |

7. Asset-Backed Financing

HDFS participates in asset-backed financing through both term asset-backed securitization transactions and its asset-backed commercial paper conduit facility. In both types of asset-backed financing programs, HDFS transfers U.S. retail motorcycle finance receivables to a consolidated special purpose entity (SPE) while retaining the servicing rights. Each SPE then converts those assets into cash, through the issuance of debt. These SPEs are considered VIEs under U.S. GAAP. HDFS is required to consolidate any VIEs in which it is deemed to be the primary beneficiary through having power over the significant activities of the entity and having an obligation to absorb losses or the right to receive benefits from the VIE which are potentially significant to the VIE.

HDFS is considered to have the power over the significant activities of its term asset-backed securitization and asset-backed commercial paper conduit facility VIEs due to its role as servicer. Servicing fees are typically not considered potentially significant variable interests in a VIE. However, HDFS retains a residual interest in the VIEs in the form of a debt security, which gives HDFS the right to receive benefits that could be potentially significant to the VIE. Therefore, the Company is the primary beneficiary and consolidates all of its VIEs within its consolidated financial statements. Servicing fees paid by VIEs to HDFS are eliminated in consolidation and therefore not recorded on a consolidated basis.

HDFS is not required, and does not currently intend to provide any additional financial support to its VIEs. Investors and creditors only have recourse to the assets held by the VIEs.

The Company's VIEs have been aggregated on the balance sheet due to the similarity of the nature of the assets involved as well as the purpose and design of the VIEs.

Term Asset-Backed Securitization VIEs

The Company transfers U.S. retail motorcycle finance receivables to SPEs which in turn issue secured notes to investors, with various maturities and interest rates, secured by future collections of the purchased U.S. retail motorcycle finance receivables. Each term asset-backed securitization SPE is a separate legal entity and the U.S. retail motorcycle finance receivables included in the term asset-backed securitizations are only available for payment of the secured debt and other obligations arising from the term asset-backed securitization transactions and are not available to pay other obligations or claims of the Company's creditors until the associated secured debt and other obligations are satisfied. Cash and cash equivalent balances held by the SPEs are used only to support the securitizations. There are no amortization schedules for the secured notes; however, the debt is reduced monthly as available collections on the related U.S. retail motorcycle finance receivables are applied to outstanding principal. The secured notes' contractual lives have various maturities ranging from 2011 to 2018.

At March 27, 2011, the assets of the consolidated term asset-backed securitization SPEs totaled \$3.22 billion and were primarily included in restricted finance receivables held by VIEs, net, and restricted cash held by VIEs in the Company's Condensed Consolidated Balance Sheet. At March 27, 2011, the SPEs held U.S. retail motorcycle finance receivables of \$2.92 billion restricted as collateral for the payment of \$2.32 billion of obligations under the secured notes. The SPEs also held \$293.1 million of cash restricted for payment on the secured notes at March 27, 2011.

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At March 28, 2010, the assets of the consolidated term asset-backed securitization SPEs totaled \$4.48 billion and were primarily included in restricted finance receivables held by VIEs, net, and restricted cash held by VIEs in the Company's Condensed Consolidated Balance Sheet. At March 28, 2010, the SPEs held U.S. retail motorcycle finance receivables of \$4.06 billion restricted as collateral for the payment of \$3.61 billion of obligations under the secured notes. The SPEs also held \$397.7 million of cash restricted for payment on the secured notes at March 28, 2010.

Asset-Backed Commercial Paper Conduit Facility VIE

On September 10, 2010, the Company amended and restated its third-party bank sponsored asset-backed commercial paper conduit facility which reduced the total aggregate commitment from \$1.20 billion to \$600.0 million based on, among other things, the amount of eligible U.S. retail motorcycle loans held by the SPE as collateral. The assets of the SPE are restricted as collateral for the payment of the debt or other obligations arising in the transaction and are not available to pay other obligations or claims of the Company's creditors. The terms for this debt provide for interest on the outstanding principal based on prevailing commercial paper rates, or LIBOR plus a specified margin to the extent the advance is not funded by a conduit lender through the issuance of commercial paper. The conduit facility also provides for an unused commitment fee based on the unused portion of the total aggregate commitment of \$600.0 million. There is no amortization schedule; however, the debt is reduced monthly as available collections on the related finance receivables are applied to outstanding principal. Upon expiration of the conduit facility, any outstanding principal will continue to be reduced monthly through available collections. Unless earlier terminated or extended by mutual agreement of HDFS and the lenders, the conduit facility has an expiration date of September 9, 2011.

At March 27, 2011, HDFS had no borrowings outstanding under the conduit facility. The SPE held \$23.1 million of finance receivables and \$1.8 million of cash collections restricted as collateral for the payment of fees associated with the unused portion of the total aggregate commitment of \$600.0 million. The assets of the SPE totaled \$25.5 million at March 27, 2011 and were primarily included in restricted finance receivables held by VIEs, net, and restricted cash held by VIEs in the Company's Condensed Consolidated Balance Sheet.

At March 28, 2010, the SPE had no borrowings outstanding under the conduit facility. The SPE held \$45.6 million of finance receivables and \$3.6 million of cash collections restricted as collateral for the payment of fees associated with the unused portion of the then total aggregate commitment of \$1.20 billion. The assets of the SPE totaled \$54.5 million at March 28, 2010 and were primarily included in restricted finance receivables held by VIEs, net, and restricted cash held by VIEs in the Company's Condensed Consolidated Balance Sheet.

8. Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, marketable securities, trade receivables, finance receivables, net, trade payables, debt, foreign currency contracts and interest rate swaps (derivative instruments are discussed further in Note 10). Under U.S. GAAP, certain of these items are required to be recorded in the financial statements at fair value, while others are required to be recorded at historical cost.

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The following table summarizes the fair value and carrying value of the Company's financial instruments at March 27, 2011 and March 28, 2010 (in thousands):

| | March 27, 2011 | | March 28, 2010 | |
|--|----------------|----------------|----------------|----------------|
| | Fair Value | Carrying Value | Fair Value | Carrying Value |
| Assets: | | | | |
| Cash and cash equivalents | \$ 932,515 | \$ 932,515 | \$ 1,442,798 | \$ 1,442,798 |
| Marketable securities | \$ 115,209 | \$ 115,209 | \$ 39,416 | \$ 39,416 |
| Accounts receivable, net | \$ 297,671 | \$ 297,671 | \$ 286,518 | \$ 286,518 |
| Derivatives | \$ 18 | \$ 18 | \$ 15,300 | \$ 15,300 |
| Finance receivables, net | \$ 6,105,350 | \$ 6,025,423 | \$ 6,624,864 | \$ 6,636,003 |
| Restricted cash held by variable interest entities | \$ 294,903 | \$ 294,903 | \$ 401,275 | \$ 401,275 |
| Liabilities: | | | | |
| Accounts payable and accrued liabilities | \$ 847,972 | \$ 847,972 | \$ 852,836 | \$ 852,836 |
| Derivatives | \$ 24,787 | \$ 24,787 | \$ 12,889 | \$ 12,889 |
| Unsecured commercial paper | \$ 488,493 | \$ 488,493 | \$ 286,837 | \$ 286,837 |
| Credit facilities | \$ 217,651 | \$ 217,651 | \$ 430,740 | \$ 430,740 |
| Medium-term notes | \$ 2,514,092 | \$ 2,347,624 | \$ 2,122,879 | \$ 2,102,154 |
| Senior unsecured notes | \$ 406,961 | \$ 303,000 | \$ 790,398 | \$ 600,000 |
| Term asset-backed securitization debt | \$ 2,366,270 | \$ 2,324,763 | \$ 3,689,921 | \$ 3,606,683 |

Cash and Cash Equivalents, Restricted Cash, Accounts Receivable, Net and Accounts Payable With the exception of certain money-market investments, these items are recorded in the financial statements at historical cost. The historical cost basis for these amounts is estimated to approximate their respective fair values due to the short maturity of these instruments.

Marketable Securities Marketable securities are recorded in the financial statements at fair value. The fair value of marketable securities is based primarily on quoted market prices. Changes in fair value are recorded, net of tax, as other comprehensive income and included as a component of shareholders' equity.

Finance Receivables, Net Finance receivables, net includes finance receivables held for investment, net and restricted finance receivables held by VIEs, net. Retail and wholesale finance receivables are recorded in the financial statements at historical cost less an allowance for finance credit losses. The fair value of retail finance receivables is generally calculated by discounting future cash flows using an estimated discount rate that reflects current credit, interest rate and prepayment risks associated with similar types of instruments. The historical cost basis of wholesale finance receivables approximates fair value because they either are short-term or have interest rates that adjust with changes in market interest rates.

Debt Debt is generally recorded in the financial statements at historical cost. The carrying value of debt provided under credit facilities approximates fair value since the interest rates charged under the facilities are tied directly to market rates and fluctuate as market rates change. The carrying value of unsecured commercial paper approximates fair value due to its short maturity.

The fair values of the medium-term notes maturing in December 2012, December 2014, March 2016 and June 2018 are estimated based upon rates currently available for debt with similar terms and remaining maturities. The medium-term notes which matured in December 2010 were carried at fair value and included a fair value adjustment due to an interest rate swap agreement, designated as a fair value hedge, which effectively converted a portion of the note from a fixed to a floating rate.

The fair value of the senior unsecured notes is estimated based upon rates currently available for debt with similar terms and remaining maturities.

The fair value of the debt related to term asset-backed securitization transactions is estimated based on pricing currently available for transactions with similar terms and maturities.

Table of Contents**9. Fair Value Measurements**

Certain assets and liabilities are recorded at fair value in the financial statements; some of these are measured on a recurring basis while others are measured on a non-recurring basis. Assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared. Assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when a significant event occurs. In determining fair value of assets and liabilities, the Company uses various valuation techniques. The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment.

The Company assesses the inputs used to measure fair value using a three-tier hierarchy. The hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market. Level 1 inputs include quoted prices for identical instruments and are the most observable. Level 2 inputs include quoted prices for similar assets and observable inputs such as interest rates, foreign currency exchange rates, commodity rates and yield curves. Level 3 inputs are not observable in the market and include management's judgments about the assumptions market participants would use in pricing the asset or liability. The use of observable and unobservable inputs is reflected in the hierarchy assessment disclosed in the following tables.

Recurring Fair Value Measurements

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis as of March 27, 2011 and March 28, 2010 (in thousands):

| | Balance as of March 27, 2011 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-----------------------|---------------------------------|---|---|--|
| Assets: | | | | |
| Cash equivalents | \$ 593,344 | \$ 593,344 | \$ | \$ |
| Marketable securities | 115,209 | 59,977 | 55,232 | |
| Derivatives | 18 | | 18 | |
| | \$ 708,571 | \$ 653,321 | \$ 55,250 | \$ |

| | | | | |
|---------------------|-----------|----|-----------|----|
| Liabilities: | | | | |
| Derivatives | \$ 24,787 | \$ | \$ 24,787 | \$ |

| | Balance as of March 28, 2010 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-----------------------|------------------------------------|--|---|--|
| Assets: | | | | |
| Cash equivalents | \$ 1,093,653 | \$ 1,093,653 | \$ | \$ |
| Marketable securities | 39,416 | | 39,416 | |
| Derivatives | 15,300 | | 15,300 | |
| | \$ 1,148,369 | \$ 1,093,653 | \$ 54,716 | \$ |

| | | | | |
|---------------------|-----------|----|-----------|----|
| Liabilities: | | | | |
| Derivatives | \$ 12,889 | \$ | \$ 12,889 | \$ |

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The Company uses the market approach to derive the fair value for its level 2 fair value measurements. Foreign currency exchange contracts are valued using publicly quoted spot and forward prices; commodity contracts are valued using publicly quoted prices, where available, or dealer quotes; interest rate swaps are valued using publicized swap curves; and investments in marketable debt and equity securities are valued using publicly quoted prices.

10. Derivative Instruments and Hedging Activities

The Company is exposed to certain risks such as foreign currency exchange rate risk, interest rate risk and commodity price risk. To reduce its exposure to such risks, the Company selectively uses derivative financial instruments. All derivative transactions are authorized and executed pursuant to regularly reviewed policies and procedures, which prohibit the use of financial instruments for speculative trading purposes.

All derivative instruments are recognized on the balance sheet at fair value (see Note 8). In accordance with ASC Topic 815, Derivatives and Hedging, the accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. Changes in the fair value of derivatives that are designated as fair value hedges, along with the gain or loss on the hedged item, are recorded in current period earnings. For derivative instruments that are designated as cash flow hedges, the effective portion of gains and losses that result from changes in the fair value of derivative instruments is initially recorded in other comprehensive income (OCI) and subsequently reclassified into earnings when the hedged item affects income. The Company assesses, both at the inception of each hedge and on an on-going basis, whether the derivatives that are used in its hedging transactions are highly effective in offsetting changes in cash flows of the hedged items. Any ineffective portion is immediately recognized in earnings. No component of a hedging derivative instrument's gain or loss is excluded from the assessment of hedge effectiveness. Derivative instruments that do not qualify for hedge accounting are recorded at fair value and any changes in fair value are recorded in current period earnings.

The Company sells its products internationally and in most markets those sales are made in the foreign country's local currency. As a result, the Company's earnings can be affected by fluctuations in the value of the U.S. dollar relative to foreign currency. The Company's most significant foreign currency risk relates to the Euro, the Australian dollar and the Japanese yen. The Company utilizes foreign currency contracts to mitigate the effects of these currencies' fluctuations on earnings. The foreign currency contracts are entered into with banks and allow the Company to exchange a specified amount of foreign currency for U.S. dollars at a future date, based on a fixed exchange rate.

The Company utilizes natural gas contracts to hedge portions of the cost of natural gas consumed in the Company's motorcycle production operations.

The Company's foreign currency contracts and natural gas contracts generally have maturities of less than one year.

The Company's earnings are affected by changes in interest rates. HDFS utilizes interest rate swaps to reduce the impact of fluctuations in interest rates on its unsecured commercial paper by converting a portion from a floating rate basis to a fixed rate basis. In addition, HDFS utilized interest rate swaps with its medium-term notes which matured in December 2010; however, the impact was to convert from a fixed rate basis to a floating rate basis. HDFS also entered into derivative contracts to facilitate its first quarter 2008 term asset-backed securitization transaction as well as its third quarter 2007 term asset-backed securitization transaction. These derivatives, which hedge assets held by VIEs, do not qualify for hedge accounting treatment. During 2010, the derivative contracts related to the third quarter 2007 term asset-backed securitization expired. Additionally, to facilitate the asset-backed commercial paper conduit facility agreements that the Company entered into in April 2009, HDFS entered into derivative contracts, which did not qualify for hedge accounting treatment. These derivative contracts were terminated in 2010. The fair value of HDFS's interest rate swaps is determined using pricing models that incorporate quoted prices for similar assets and observable inputs such as interest rates and yield curves.

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The following table summarizes the fair value of the Company's derivative financial instruments (in thousands):

| Derivatives Designated As Hedging Instruments Under ASC Topic 815 | March 27, 2011 | | | March 28, 2010 | | |
|---|-------------------|---------------------------------|-------------------------------------|-------------------|---------------------------------|-------------------------------------|
| | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) |
| Foreign currency contracts ^(c) | \$ 300,455 | \$ | \$ 18,675 | \$ 144,871 | \$ 6,744 | \$ 2,197 |
| Natural gas contracts ^(c) | 3,165 | | 26 | 3,523 | | 745 |
| Interest rate swaps - unsecured commercial paper ^(c) | 126,000 | | 6,068 | 166,000 | | 9,667 |
| Interest rate swaps - medium-term notes ^(d) | | | | 150,000 | 4,716 | |
| Total | \$ 429,620 | \$ | \$ 24,769 | \$ 464,394 | \$ 11,460 | \$ 12,609 |

| Derivatives Not Designated As Hedging Instruments Under ASC Topic 815 | March 27, 2011 | | | March 28, 2010 | | |
|---|----------------|---------------------------------|-------------------------------------|----------------|---------------------------------|-------------------------------------|
| | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) | Notional Value | Asset Fair Value ^(a) | Liability Fair Value ^(b) |
| Derivatives - securitization transactions | \$ 17,723 | \$ 18 | \$ 18 | \$ 262,518 | \$ | \$ 280 |
| Derivatives - conduit facility | | | | 545,497 | 3,840 | |
| | \$ 17,723 | \$ 18 | \$ 18 | \$ 808,015 | \$ 3,840 | \$ 280 |

- (a) Included in other current assets
- (b) Included in accrued liabilities
- (c) Derivative designated as a cash flow hedge
- (d) Derivative designated as a fair value hedge

The following tables summarize the amount of gains and losses related to derivative financial instruments designated as cash flow hedges (in thousands):

| Cash Flow Hedges | Amount of Gain/(Loss) Recognized in OCI Three months ended | |
|--|--|-----------------|
| | March 27, 2011 | March 28, 2010 |
| | Foreign currency contracts | \$ (10,161) |
| Natural gas contracts | (37) | (904) |
| Interest rate swaps - unsecured commercial paper | (8) | (1,800) |
| Total | \$ (10,206) | \$ 6,697 |

| Cash Flow Hedges | Amount of Gain/(Loss) Reclassified from AOCI into Income Three months ended | | |
|--------------------------------------|---|----------------|---|
| | March 27, 2011 | March 28, 2010 | Expected to be Reclassified Over the Next Twelve Months |
| | Foreign currency contracts ^(a) | \$ (6,007) | \$ 360 |
| Natural gas contracts ^(a) | (258) | (108) | (26) |
| | (1,350) | (1,786) | (4,614) |

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Interest rate swaps - unsecured commercial paper^(b)

| | | | |
|-------|------------|------------|-------------|
| Total | \$ (7,615) | \$ (1,534) | \$ (20,065) |
|-------|------------|------------|-------------|

(a) Gain/(loss) reclassified from accumulated other comprehensive income (AOCI) to income is included in cost of goods sold.

(b) Gain/(loss) reclassified from AOCI to income is included in financial services interest expense.

For the three months ended March 27, 2011 and March 28, 2010, the cash flow hedges were highly effective and, as a result, the amount of hedge ineffectiveness was not material. No amounts were excluded from effectiveness testing.

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The following tables summarize the amount of gains and losses related to derivative financial instruments designated as fair value hedges (in thousands):

| | Amount of Loss Recognized in Income on Derivative Three months ended | |
|--|---|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Fair Value Hedges | | |
| Interest rate swaps - medium-term notes ^(a) | \$ | \$ (1,356) |

| | Amount of Gain Recognized in Income on Hedged Debt Three months ended | |
|--|--|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Fair Value Hedges | | |
| Interest rate swaps - medium-term notes ^(a) | \$ | \$ 1,356 |

(a) Gain/(loss) recognized in income is included in financial services interest expense.

The following table summarizes the amount of gains and losses related to derivative financial instruments not designated as hedging instruments (in thousands):

| | Amount of Loss Recognized in Income on Derivative Three months ended | |
|--|---|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Derivatives not Designated as Hedges | | |
| Derivatives - securitization transactions ^(a) | \$ | \$ (9) |
| Derivatives - conduit facility ^(a) | | (3,364) |
| | \$ | \$ (3,373) |

(a) Gain/(loss) recognized in income is included in financial services revenue.

The Company is exposed to credit loss risk in the event of non-performance by counterparties to these derivative financial instruments. Although no assurances can be given, the Company does not expect any of the counterparties to these derivative financial instruments to fail to meet its obligations. To manage credit loss risk, the Company selects counterparties based on credit ratings and, on a quarterly basis, evaluates each hedge's net position relative to the counterparty's ability to cover its position.

Table of Contents**11. Comprehensive Income**

The following tables set forth the reconciliation of net income to comprehensive income (in thousands):

| | Three months ended | | | |
|--|--------------------|---------|----------------|-------|
| | March 27, 2011 | | March 28, 2010 | |
| Net income | \$ 119,260 | | \$ 33,325 | |
| Other comprehensive income, net of tax: | | | | |
| Foreign currency translation adjustment | 13,952 | | (8,818) | |
| Derivative financial instruments: | | | | |
| Unrealized net (losses) gains arising during period | (6,426) | | 4,163 | |
| Less: net losses reclassified into net income | (4,808) | (1,618) | (985) | 5,148 |
| Marketable securities | | | | |
| Unrealized gains (losses) on marketable securities | 41 | 41 | (484) | (484) |
| Pension and postretirement benefit plans: | | | | |
| Amortization of actuarial loss | 6,968 | | 4,969 | |
| Amortization of net prior service (credit) cost | (719) | | 317 | |
| Pension and postretirement plan funded status adjustment | 546 | | | |
| Less: actuarial loss reclassified into net income due to settlement | | | (1,625) | |
| Less: prior service (cost) credit reclassified into net income due to net curtailment loss | (1) | 6,796 | 644 | 6,267 |
| | \$ 138,431 | | \$ 35,438 | |

12. Income Taxes

During the first quarter of 2010, the Patient Protection and Affordable Care Act was signed into law. As a result of this Act, reimbursements the Company receives under Medicare Part D coverage for providing retiree prescription drug benefits would no longer be tax free beginning in 2011. At the beginning of second quarter of 2010, the Health Care and Education Reconciliation Act of 2010 delayed the impact of this change to 2013. On April 14, 2010, the SEC staff announced that the Office of the Chief Accountant would not object to a view that the two Acts should be considered together for accounting purposes. The Company accounted for both Acts in the first quarter of 2010 and recorded income tax expense of \$13.3 million associated with this change which affected the Company's first quarter 2010 income tax rate.

13. Product Warranty and Safety Recall Campaigns

The Company currently provides a standard two-year limited warranty on all new motorcycles sold worldwide, except for Japan, where the Company currently provides a standard three-year limited warranty on all new motorcycles sold. The warranty coverage for the retail customer includes parts and labor and generally begins when the motorcycle is sold to a retail customer. The Company maintains reserves for future warranty claims using an estimated cost per unit sold, which is based primarily on historical Company claim information. Additionally, the Company has from time to time initiated certain voluntary safety recall campaigns. The Company reserves for all estimated costs associated with safety recalls in the period that the safety recalls are announced.

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Changes in the Company's warranty and safety recall liability were as follows (in thousands):

| | Three months ended | |
|--|--------------------|-------------------|
| | March 27, 2011 | March 28, 2010 |
| Balance, beginning of period | \$ 54,134 | \$ 68,044 |
| Warranties issued during the period | 11,225 | 9,903 |
| Settlements made during the period | (10,296) | (13,265) |
| Recalls and changes to pre-existing warranty liabilities | 2,048 | 5,522 |
| Balance, end of period | \$ 57,111 | \$ 70,204 |

The liability for safety recall campaigns was \$3.4 million and \$4.2 million as of March 27, 2011 and March 28, 2010, respectively.

14. Earnings Per Share

The Company has a share-based compensation plan under which employees may be granted share-based awards including shares of restricted stock and restricted stock units (RSUs). Non-forfeitable dividends are paid on unvested shares of restricted stock and non-forfeitable dividend equivalents are paid on unvested RSUs. As such, shares of restricted stock and RSUs are considered participating securities under the two-class method of calculating earnings per share as described in ASC Topic 260, Earnings per Share. The two-class method of calculating earnings per share did not have a material impact on the Company's earnings per share calculation as of March 27, 2011 and March 28, 2010.

The following table sets forth the computation for basic and diluted earnings per share from continuing operations (in thousands, except per share amounts):

| | Three months ended | |
|---|--------------------|-------------------|
| | March 27, 2011 | March 28, 2010 |
| Numerator: | | |
| Income from continuing operations used in computing basic and diluted earnings per share | \$ 119,260 | \$ 68,741 |
| Denominator: | | |
| Denominator for basic earnings per share-weighted-average common shares | 233,820 | 232,864 |
| Effect of dilutive securities - employee stock compensation plan | 2,083 | 1,364 |
| Denominator for diluted earnings per share-adjusted weighted-average shares outstanding | 235,903 | 234,228 |
| Earnings per common share from continuing operations: | | |
| Basic | \$ 0.51 | \$ 0.30 |
| Diluted | \$ 0.51 | \$ 0.29 |

Outstanding options to purchase 3.3 million and 4.4 million shares of common stock for the three months ended March 27, 2011 and March 28, 2010, respectively, were not included in the Company's computation of dilutive securities because the exercise price was greater than the market price and therefore the effect would have been anti-dilutive.

Table of Contents**15. Employee Benefit Plans**

The Company has several defined benefit pension plans and several postretirement healthcare benefit plans, which cover substantially all employees of the Motorcycles segment. The Company also has unfunded supplemental employee retirement plan agreements (SERPA) with certain employees which were instituted to replace benefits lost under the Tax Revenue Reconciliation Act of 1993. Components of net periodic benefit costs were as follows (in thousands):

| | Three months ended | |
|--|---------------------------|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| <u>Pension and SERPA Benefits</u> | | |
| Service cost | \$ 9,273 | \$ 10,393 |
| Interest cost | 20,147 | 19,457 |
| Expected return on plan assets | (26,653) | (24,344) |
| Amortization of unrecognized: | | |
| Prior service cost | 745 | 1,133 |
| Net loss | 7,554 | 5,642 |
| Curtailed loss | 236 | |
| Settlement loss | | 2,582 |
| Net periodic benefit cost | \$ 11,302 | \$ 14,863 |
| <u>Postretirement Healthcare Benefits</u> | | |
| Service cost | \$ 1,907 | \$ 2,517 |
| Interest cost | 4,911 | 5,297 |
| Expected return on plan assets | (2,346) | (2,445) |
| Amortization of unrecognized: | | |
| Prior service credit | (969) | (629) |
| Net loss | 1,798 | 2,251 |
| Curtailed gain | | (1,023) |
| Net periodic benefit cost | \$ 5,301 | \$ 5,968 |

As disclosed in Note 5, the Company recorded restructuring expense of \$6.5 million related to its 2011 Restructuring Plan during the first three months of 2011. The restructuring action resulted in a pension plan curtailment loss of \$0.2 million, which is included in the \$6.5 million restructuring expense. The curtailment loss also resulted in a pension plan remeasurement using a discount rate of 5.76% and a postretirement healthcare plan remeasurement using a discount rate of 5.3%. At December 31, 2010, the discount rates used to measure the pension plans and the postretirement healthcare plans were 5.79% and 5.28%, respectively. All other significant assumptions remain unchanged from the December 31, 2010 measurement date. As a result of the remeasurements, the Company recognized a funded status adjustment consisting of a \$0.9 million decrease to its pension and postretirement healthcare liabilities and an increase to other comprehensive income of \$0.9 million, or \$0.5 million net of tax. During the first three months of 2010, the Company recorded restructuring expense of \$48.2 million related to its 2009 Restructuring Plan, which included a postretirement healthcare plan curtailment gain of \$1.0 million.

During the first three months of 2010, the Company incurred a \$2.6 million settlement loss related to its SERPA plans. The settlement loss was the result of benefit payments made to former executives who departed from the Company during 2009.

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During the first quarter of 2011, the Company contributed \$200.0 million in cash to further fund its pension plans. No additional pension contributions are required in 2011. The Company expects it will continue to make on-going contributions related to current benefit payments for SERPA and postretirement healthcare plans.

16. Business Segments

The Company operates in two business segments: Motorcycles and Financial Services. The Company's reportable segments are strategic business units that offer different products and services. They are managed separately based on the fundamental differences in their operations. Selected segment information is set forth below (in thousands):

| | Three months ended | |
|---|---------------------------|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Motorcycles net revenue | \$ 1,063,044 | \$ 1,037,335 |
| Gross profit | 351,866 | 379,547 |
| Selling, administrative and engineering expense | 203,805 | 205,204 |
| Restructuring expense | 22,999 | 48,236 |
| Operating income from Motorcycles | 125,062 | 126,107 |
| Financial services income | 161,886 | 169,837 |
| Financial services expense | 93,951 | 143,155 |
| Operating income from Financial Services | 67,935 | 26,682 |
| Operating income | \$ 192,997 | \$ 152,789 |

17. Commitment and Contingencies

The Company is subject to lawsuits and other claims related to environmental, product and other matters. In determining required reserves related to these items, the Company carefully analyzes cases and considers the likelihood of adverse judgments or outcomes, as well as the potential range of possible loss. The required reserves are monitored on an ongoing basis and are updated based on new developments or new information in each matter.

Environmental Protection Agency Notice

In December 2009, the Company received formal, written requests for information from the United States Environmental Protection Agency (EPA) regarding: (i) certificates of conformity for motorcycle emissions and related designations and labels, (ii) aftermarket parts, and (iii) warranty claims on emissions related components. The Company promptly submitted written responses to the EPA's inquiry and engaged in discussions with the EPA. It is possible that a result of the EPA's investigation will be some form of enforcement action by the EPA that will seek a fine or other relief. However, at this time the Company does not know and cannot reasonably estimate the impact of any remedies the EPA might seek.

York Environmental Matters:

The Company is involved with government agencies and groups of potentially responsible parties in various environmental matters, including a matter involving the cleanup of soil and groundwater contamination at its York, Pennsylvania facility. The York facility was formerly used by the U.S. Navy and AMF prior to the purchase of the York facility by the Company from AMF in 1981. Although the Company is not certain as to the full extent of the environmental contamination at the York facility, it has been working with the Pennsylvania Department of Environmental Protection (PADEP) since 1986 in undertaking environmental investigation and remediation activities, including an ongoing site-wide remedial investigation/feasibility study (RI/FS). In January 1995, the Company entered into a settlement agreement (the Agreement)

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with the Navy. The Agreement calls for the Navy and the Company to contribute amounts into a trust equal to 53% and 47%, respectively, of future costs associated with environmental investigation and remediation activities at the York facility (Response Costs). The trust administers the payment of the Response Costs incurred at the York facility as covered by the Agreement.

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In February 2002, the Company was advised by the EPA that it considers some of the Company's remediation activities at the York facility to be subject to the EPA's corrective action program under the Resource Conservation and Recovery Act (RCRA) and offered the Company the option of addressing corrective action under a RCRA facility lead agreement. In July 2005, the York facility was designated as the first site in Pennsylvania to be addressed under the One Cleanup Program. The program provides a more streamlined and efficient oversight of voluntary remediation by both PADEP and EPA and will be carried out consistent with the Agreement with the Navy. As a result, the RCRA facility lead agreement has been superseded.

The Company estimates that its share of the future Response Costs at the York facility will be approximately \$5.4 million and has established a reserve for this amount which is included in accrued liabilities in the Condensed Consolidated Balance Sheets. As noted above, the RI/FS is still underway and given the uncertainty that exists concerning the nature and scope of additional environmental investigation and remediation that may ultimately be required under the RI/FS, we are unable to make a reasonable estimate of those additional costs, if any, that may result.

The estimate of the Company's future Response Costs that will be incurred at the York facility is based on reports of independent environmental consultants retained by the Company, the actual costs incurred to date and the estimated costs to complete the necessary investigation and remediation activities. Response Costs related to the remediation of soil are expected to be incurred over a period of several years ending in 2015. Response Costs related to ground water remediation may continue for some time beyond 2015.

Product Liability Matters:

Additionally, the Company is involved in product liability suits related to the operation of its business. The Company accrues for claim exposures that are probable of occurrence and can be reasonably estimated. The Company also maintains insurance coverage for product liability exposures. The Company believes that its accruals and insurance coverage are adequate and that product liability will not have a material adverse effect on the Company's consolidated financial statements.

18. Supplemental Consolidating Data

The supplemental consolidating data for the periods noted is presented for informational purposes. The supplemental consolidating data may be different than segment information presented elsewhere due to the allocation of intercompany eliminations to reporting segments. All supplemental data is presented in thousands.

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| | Three months ended March 27, 2011 | | | |
|---|---|----------------------------------|---------------------|-------------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations | Consolidated |
| Revenue: | | | | |
| Motorcycles and related products | \$ 1,065,490 | \$ | \$ (2,446) | \$ 1,063,044 |
| Financial services | | 161,752 | 134 | 161,886 |
| Total revenue | 1,065,490 | 161,752 | (2,312) | 1,224,930 |
| Costs and expenses: | | | | |
| Motorcycles and related products cost of goods sold | 711,178 | | | 711,178 |
| Financial services interest expense | | 58,035 | | 58,035 |
| Financial services provision for credit losses | | 5,606 | | 5,606 |
| Selling, administrative and engineering expense | 203,671 | 32,756 | (2,312) | 234,115 |
| Restructuring expense | 22,999 | | | 22,999 |
| Total costs and expenses | 937,848 | 96,397 | (2,312) | 1,031,933 |
| Operating income | 127,642 | 65,355 | | 192,997 |
| Investment income | 126,398 | | (125,000) | 1,398 |
| Interest expense | 11,481 | | | 11,481 |
| Income before provision for income taxes | 242,559 | 65,355 | (125,000) | 182,914 |
| Provision for income taxes | 40,126 | 23,528 | | 63,654 |
| Income from continuing operations | 202,433 | 41,827 | (125,000) | 119,260 |
| Loss from discontinued operations, net of tax | | | | |
| Net income | \$ 202,433 | \$ 41,827 | \$ (125,000) | \$ 119,260 |

| | Three months ended March 28, 2010 | | | |
|---|--|----------------------------------|--------------|------------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations | Consolidated |
| Revenue: | | | | |
| Motorcycles and related products | \$ 1,037,335 | \$ | \$ | \$ 1,037,335 |
| Financial services | | 169,525 | 312 | 169,837 |
| Total revenue | 1,037,335 | 169,525 | 312 | 1,207,172 |
| Costs and expenses: | | | | |
| Motorcycles and related products cost of goods sold | 657,788 | | | 657,788 |
| Financial services interest expense | | 81,203 | | 81,203 |
| Financial services provision for credit losses | | 31,806 | | 31,806 |
| Selling, administrative and engineering expense | 204,892 | 30,146 | 312 | 235,350 |
| Restructuring expense | 48,236 | | | 48,236 |
| Total costs and expenses | 910,916 | 143,155 | 312 | 1,054,383 |
| Operating income | 126,419 | 26,370 | | 152,789 |
| Investment income | 876 | | | 876 |
| Interest expense | 23,455 | | | 23,455 |
| Income before provision for income taxes | 103,840 | 26,370 | | 130,210 |
| Provision for income taxes | 51,975 | 9,494 | | 61,469 |

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| | | | |
|---|-----------|-----------|-----------|
| Income from continuing operations | 51,865 | 16,876 | 68,741 |
| Loss from discontinued operations, net of tax | (35,416) | | (35,416) |
| Net income | \$ 16,449 | \$ 16,876 | \$ 33,325 |

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| | March 27, 2011 | | | |
|--|---|----------------------------------|------------------|------------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations | Consolidated |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 663,026 | \$ 269,489 | \$ | \$ 932,515 |
| Marketable securities | 115,209 | | | 115,209 |
| Accounts receivable, net | 630,437 | | (332,766) | 297,671 |
| Finance receivables held for investment, net | | 1,276,780 | | 1,276,780 |
| Restricted finance receivables held by variable interest entities, net | | 637,760 | | 637,760 |
| Inventories | 372,323 | | | 372,323 |
| Restricted cash held by variable interest entities | | 294,903 | | 294,903 |
| Other current assets | 172,062 | 71,365 | | 243,427 |
| Total current assets | 1,953,057 | 2,550,297 | (332,766) | 4,170,588 |
| Finance receivables held for investment, net | | 1,806,563 | | 1,806,563 |
| Restricted finance receivables held by variable interest entities, net | | 2,304,320 | | 2,304,320 |
| Property, plant and equipment, net | 769,480 | 29,611 | | 799,091 |
| Goodwill | 30,988 | | | 30,988 |
| Other long-term assets | 336,759 | 26,701 | (69,868) | 293,592 |
| | \$ 3,090,284 | \$ 6,717,492 | \$ (402,634) | \$ 9,405,142 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$ 246,746 | \$ 378,696 | \$ (332,766) | \$ 292,676 |
| Accrued liabilities | 493,896 | 89,253 | (3,066) | 580,083 |
| Short-term debt | | 393,393 | | 393,393 |
| Current portion of long-term debt held by variable interest entities | | 721,179 | | 721,179 |
| Total current liabilities | 740,642 | 1,582,521 | (335,832) | 1,987,331 |
| Long-term debt | 303,000 | 2,660,375 | | 2,963,375 |
| Long-term debt held by variable interest entities | | 1,603,584 | | 1,603,584 |
| Pension liability | 99,627 | | | 99,627 |
| Postretirement healthcare liability | 254,505 | | | 254,505 |
| Other long-term liabilities | 145,739 | 10,733 | | 156,472 |
| Commitments and contingencies (Note 17) | | | | |
| Total shareholders equity | 1,546,771 | 860,279 | (66,802) | 2,340,248 |
| | \$ 3,090,284 | \$ 6,717,492 | \$ (402,634) | \$ 9,405,142 |

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| | December 31, 2010 | | | |
|--|---|----------------------------------|---------------------|---------------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations | Consolidated |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 791,791 | \$ 230,142 | \$ | \$ 1,021,933 |
| Marketable securities | 140,118 | | | 140,118 |
| Accounts receivable, net | 454,311 | | (191,929) | 262,382 |
| Finance receivables held for investment, net | | 1,080,432 | | 1,080,432 |
| Restricted finance receivables held by variable interest entities, net | | 699,026 | | 699,026 |
| Inventories | 326,446 | | | 326,446 |
| Restricted cash held by variable interest entities | | 288,887 | | 288,887 |
| Other current assets | 158,692 | 136,285 | (47,575) | 247,402 |
| Total current assets | 1,871,358 | 2,434,772 | (239,504) | 4,066,626 |
| Finance receivables held for investment, net | | 1,553,781 | | 1,553,781 |
| Restricted finance receivables held by variable interest entities, net | | 2,684,330 | | 2,684,330 |
| Property, plant and equipment, net | 785,139 | 29,973 | | 815,112 |
| Goodwill | 29,590 | | | 29,590 |
| Other long-term assets | 324,750 | 25,919 | (69,368) | 281,301 |
| | \$ 3,010,837 | \$ 6,728,775 | \$ (308,872) | \$ 9,430,740 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$ 195,642 | \$ 253,794 | \$ (224,090) | \$ 225,346 |
| Accrued liabilities | 501,741 | 73,569 | (18,639) | 556,671 |
| Short-term debt | | 480,472 | | 480,472 |
| Current portion of long-term debt held by variable interest entities | | 751,293 | | 751,293 |
| Total current liabilities | 697,383 | 1,559,128 | (242,729) | 2,013,782 |
| Long-term debt | 303,000 | 2,213,650 | | 2,516,650 |
| Long-term debt held by variable interest entities | | 2,003,941 | | 2,003,941 |
| Pension liability | 282,085 | | | 282,085 |
| Postretirement healthcare benefits | 254,762 | | | 254,762 |
| Other long-term liabilities | 140,804 | 11,850 | | 152,654 |
| Commitments and contingencies (Note 17) | | | | |
| Total shareholders equity | 1,332,803 | 940,206 | (66,143) | 2,206,866 |
| | \$ 3,010,837 | \$ 6,728,775 | \$ (308,872) | \$ 9,430,740 |

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| | March 28, 2010 | | | |
|---|---|----------------------------------|------------------|------------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations | Consolidated |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 1,148,618 | \$ 294,180 | \$ | \$ 1,442,798 |
| Marketable securities | 39,416 | | | 39,416 |
| Accounts receivable, net | 558,707 | | (272,189) | 286,518 |
| Finance receivables held for investment, net | | 1,252,420 | | 1,252,420 |
| Restricted finance receivables held by variable interest entities, net | | 809,779 | | 809,779 |
| Inventories | 322,238 | | | 322,238 |
| Assets of discontinued operations | 151,175 | | | 151,175 |
| Restricted cash held by variable interest entities | | 401,275 | | 401,275 |
| Other current assets | 203,590 | 112,300 | | 315,890 |
| Total current assets | 2,423,744 | 2,869,954 | (272,189) | 5,021,509 |
| Finance receivables held for investment, net | | 1,274,734 | | 1,274,734 |
| Restricted finance receivables held by variable interest entities, net | | 3,299,070 | | 3,299,070 |
| Property, plant and equipment, net | 814,992 | 32,488 | | 847,480 |
| Goodwill | 29,818 | | | 29,818 |
| Other long-term assets | 272,336 | 25,026 | (67,070) | 230,292 |
| | \$ 3,540,890 | \$ 7,501,272 | \$ (339,259) | \$ 10,702,903 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$ 225,100 | \$ 312,994 | \$ (272,189) | \$ 265,905 |
| Accrued liabilities | 499,008 | 103,506 | (2,694) | 599,820 |
| Liabilities of discontinued operations | 61,726 | | | 61,726 |
| Short-term debt | | 160,837 | | 160,837 |
| Current portion of long-term debt | 191,458 | 204,711 | | 396,169 |
| Current portion of long-term debt held by variable interest entities | | 898,935 | | 898,935 |
| Total current liabilities | 977,292 | 1,680,983 | (274,883) | 2,383,392 |
| Long-term debt | 600,000 | 2,262,725 | | 2,862,725 |
| Long-term debt held by variable interest entities | | 2,707,748 | | 2,707,748 |
| Pension liability | 239,445 | | | 239,445 |
| Postretirement healthcare liability | 265,117 | | | 265,117 |
| Other long-term liabilities | 145,656 | 11,421 | | 157,077 |
| Commitments and contingencies (Note 17) | | | | |
| Total shareholders equity | 1,313,380 | 838,395 | (64,376) | 2,087,399 |
| | \$ 3,540,890 | \$ 7,501,272 | \$ (339,259) | \$ 10,702,903 |

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| | Three months ended March 27, 2011 | | | |
|--|---|----------------------------------|-------------------------------|--------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations & Adjustments | Consolidated |
| Cash flows from operating activities: | | | | |
| Income from continuing operations | \$ 202,433 | \$ 41,827 | \$ (125,000) | \$ 119,260 |
| Adjustments to reconcile income from continuing operations to cash provided by operating activities: | | | | |
| Depreciation | 41,340 | 1,607 | | 42,947 |
| Amortization of deferred loan origination costs | | 19,329 | | 19,329 |
| Amortization of financing origination fees | 118 | 2,989 | | 3,107 |
| Provision for employee long-term benefits | 16,445 | (882) | | 15,563 |
| Contributions to pension and postretirement plans | (204,816) | | | (204,816) |
| Stock compensation expense | 8,481 | 672 | | 9,153 |
| Net change in wholesale finance receivables | | | (163,967) | (163,967) |
| Provision for credit losses | | 5,606 | | 5,606 |
| Pension and postretirement healthcare plan curtailment and settlement expense | 236 | | | 236 |
| Foreign currency adjustments | 29 | | | 29 |
| Other, net | 1,884 | 12,228 | | 14,112 |
| Change in current assets and current liabilities: | | | | |
| Accounts receivable | (167,885) | | 140,837 | (27,048) |
| Finance receivables - accrued interest and other | | 3,542 | | 3,542 |
| Inventories | (38,200) | | | (38,200) |
| Accounts payable and accrued liabilities | 39,517 | 152,692 | (93,249) | 98,960 |
| Restructuring reserves | 7,757 | | | 7,757 |
| Derivative instruments | 2,178 | (21) | | 2,157 |
| Other | (12,706) | 47,636 | (47,575) | (12,645) |
| Total adjustments | (305,622) | 245,398 | (163,954) | (224,178) |
| Net cash (used by) provided by operating activities of continuing operations | (103,189) | 287,225 | (288,954) | (104,918) |
| Cash flows from investing activities of continuing operations: | | | | |
| Capital expenditures | (26,460) | (1,244) | | (27,704) |
| Origination of finance receivables | | (1,406,139) | 856,939 | (549,200) |
| Collections of finance receivables | | 1,369,924 | (692,972) | 676,952 |
| Purchases of marketable securities | (5,000) | | | (5,000) |
| Sales and redemptions of marketable securities | 29,974 | | | 29,974 |
| Net cash (used by) provided by investing activities of continuing operations | (1,486) | (37,459) | 163,967 | 125,022 |
| Cash flows from financing activities of continuing operations: | | | | |
| Proceeds from issuance of medium-term notes | | 447,076 | | 447,076 |
| Repayments of securitization debt | | (430,471) | | (430,471) |
| Net decrease in credit facilities and unsecured commercial paper | | (96,174) | | (96,174) |
| Net change in restricted cash | | (6,016) | | (6,016) |
| Dividends paid | (23,643) | (125,000) | 125,000 | (23,643) |
| Purchase of common stock for treasury | (4,699) | | | (4,699) |
| Excess tax benefits from share based payments | 3,262 | | | 3,262 |
| Issuance of common stock under employee stock option plans | 3,861 | | | 3,861 |

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| | | | | |
|---|--------------|------------|---------|--------------|
| Net cash used by financing activities of continuing operations | (21,219) | (210,585) | 125,000 | (106,804) |
| Effect of exchange rate changes on cash and cash equivalents of continuing operations | (2,846) | 166 | (13) | (2,693) |
| Net (decrease) increase in cash and cash equivalents of continuing operations | (128,740) | 39,347 | | (89,393) |
| Cash flows from discontinued operations: | | | | |
| Cash flows from operating activities of discontinued operations | (25) | | | (25) |
| Cash flows from investing activities of discontinued operations | | | | |
| Effect of exchange rate changes on cash and cash equivalents of discontinued operations | | | | |
| | (25) | | | (25) |
| Net (decrease) increase in cash and cash equivalents | \$ (128,765) | \$ 39,347 | \$ | \$ (89,418) |
| Cash and cash equivalents: | | | | |
| Cash and cash equivalents - beginning of period | \$ 791,791 | \$ 230,142 | \$ | \$ 1,021,933 |
| Cash and cash equivalents of discontinued operations - beginning of period | | | | |
| Net (decrease) increase in cash and cash equivalents | (128,765) | 39,347 | | (89,418) |
| Less: Cash and cash equivalents of discontinued operations - end of period | | | | |
| Cash and cash equivalents - end of period | \$ 663,026 | \$ 269,489 | \$ | \$ 932,515 |

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| | Three months ended March 28, 2010 | | | |
|--|--|----------------------------------|-------------------------------|--------------|
| | Motorcycles & Related Products Operations | Financial Services Operations | Eliminations & Adjustments | Consolidated |
| Cash flows from operating activities: | | | | |
| Net income | \$ 16,449 | \$ 16,876 | \$ | \$ 33,325 |
| Loss from discontinued operations | (35,416) | | | (35,416) |
| Income from continuing operations | 51,865 | 16,876 | | 68,741 |
| Adjustments to reconcile income from continuing operations to cash provided by operating activities: | | | | |
| Depreciation | 65,694 | 1,698 | | 67,392 |
| Amortization of deferred loan origination costs | | 22,519 | | 22,519 |
| Amortization of financing origination fees | 256 | 8,808 | | 9,064 |
| Provision for employee long-term benefits | 25,645 | 257 | | 25,902 |
| Contributions to pension and postretirement plans | (16,137) | | | (16,137) |
| Stock compensation expense | 5,563 | 560 | | 6,123 |
| Net change in wholesale finance receivables | | | (173,994) | (173,994) |
| Provision for credit losses | | 31,806 | | 31,806 |
| Pension and postretirement healthcare plan curtailment and settlement expense | 1,558 | | | 1,558 |
| Foreign currency adjustments | (2,962) | | | (2,962) |
| Other, net | 12,628 | 7,419 | | 20,047 |
| Change in current assets and current liabilities: | | | | |
| Accounts receivable | (211,284) | | 184,628 | (26,656) |
| Finance receivables - accrued interest and other | | 5,934 | | 5,934 |
| Inventories | (7,158) | | | (7,158) |
| Accounts payable and accrued liabilities | 145,379 | 216,147 | (184,646) | 176,880 |
| Restructuring reserves | (1,906) | (219) | | (2,125) |
| Derivative instruments | (1,829) | 2,667 | | 838 |
| Other | (5,685) | (1,245) | | (6,930) |
| Total adjustments | 9,762 | 296,351 | (174,012) | 132,101 |
| Net cash provided by operating activities of continuing operations | 61,627 | 313,227 | (174,012) | 200,842 |
| Cash flows from investing activities of continuing operations: | | | | |
| Capital expenditures | (14,156) | (402) | | (14,558) |
| Origination of finance receivables | | (1,264,777) | 808,898 | (455,879) |
| Collections of finance receivables | | 1,288,887 | (634,904) | 653,983 |
| Net cash (used by) provided by investing activities of continuing operations | (14,156) | 23,708 | 173,994 | 183,546 |
| Cash flows from financing activities of continuing operations: | | | | |
| Repayments of securitization debt | | (445,215) | | (445,215) |
| Net decrease in credit facilities and unsecured commercial paper | | (50,703) | | (50,703) |
| Net change in restricted cash | | (34,734) | | (34,734) |
| Dividends paid | (23,488) | | | (23,488) |
| Purchase of common stock for treasury | (1,191) | | | (1,191) |
| Excess tax benefits from share based payments | 34 | | | 34 |
| Issuance of common stock under employee stock option plans | 1,101 | | | 1,101 |

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| | | | |
|---|--------------|--------------|--------------|
| Net cash used by financing activities of continuing operations | (23,544) | (530,652) | (554,196) |
| Effect of exchange rate changes on cash and cash equivalents of continuing operations | 50 | (674) | 18 |
| Net increase (decrease) in cash and cash equivalents of continuing operations | 23,977 | (194,391) | (170,414) |
| Cash flows from discontinued operations: | | | |
| Cash flows from operating activities of discontinued operations | (13,723) | | (13,723) |
| Cash flows from investing activities of discontinued operations | (393) | | (393) |
| Effect of exchange rate changes on cash and cash equivalents of discontinued operations | (635) | | (635) |
| | (14,751) | | (14,751) |
| Net increase (decrease) in cash and cash equivalents | \$ 9,226 | \$ (194,391) | \$ (185,165) |
| Cash and cash equivalents: | | | |
| Cash and cash equivalents - beginning of period | \$ 1,141,862 | \$ 488,571 | \$ 1,630,433 |
| Cash and cash equivalents of discontinued operations - beginning of period | 6,063 | | 6,063 |
| Net increase (decrease) in cash and cash equivalents | 9,226 | (194,391) | (185,165) |
| Less: Cash and cash equivalents of discontinued operations - end of period | (8,533) | | (8,533) |
| Cash and cash equivalents - end of period | \$ 1,148,618 | \$ 294,180 | \$ 1,442,798 |

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19. Subsequent Event

On April 28, 2011, the Company and HDFS entered into a new four-year credit facility totaling \$675.0 million. This facility replaces the existing \$675.0 million 364-day facility.

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

Harley-Davidson, Inc. is the parent company of the groups of companies doing business as Harley-Davidson Motor Company (HDMC) and Harley-Davidson Financial Services (HDFS). HDMC produces heavyweight cruiser and touring motorcycles. HDMC manufactures five families of motorcycles: Touring, Dyna®, Softail®, Sportster® and VRSC. HDFS provides wholesale and retail financing and insurance programs primarily to Harley-Davidson dealers and customers.

The Company operates in two business segments: Motorcycles & Related Products (Motorcycles) and Financial Services (Financial Services). The Company's reportable segments are strategic business units that offer different products and services. They are managed separately based on the fundamental differences in their operations.

The % Change figures included in the Results of Operations section were calculated using unrounded dollar amounts and may differ from calculations using the rounded dollar amounts presented.

Overview

The Company's 2011 first quarter income from continuing operations was \$119.3 million, or \$0.51 per share, compared to income from continuing operations of \$68.7 million, or \$0.29 per share in the first quarter of 2010. Worldwide retail sales of new Harley-Davidson motorcycles grew 3.5% in the first quarter of 2011, compared to last year's first quarter, led by strength in Europe. In the U.S., retail sales decreased 0.5% due to macroeconomic conditions and price competition from competitor discounting and strong values on used Harley-Davidson motorcycles.

The Company's increase in 2011 income from continuing operations was driven by higher operating income from financial services, which increased 154.6% compared to the first quarter of 2010. Operating income from motorcycles and related products was down 0.8% from the year-ago quarter and was impacted by expected inefficiencies related to the restructuring and implementation of the new operating system underway at the Company's manufacturing operations in York. The Company remains focused on transforming to be leaner, more agile and more effective at delivering great products and experiences to an increasingly global community of customers. While the Company continues to be encouraged with its overall progress, it continues to expect a challenging business environment in 2011.

Please refer to the Results of Operations for the Three Months Ended March 27, 2011 Compared to the Three Months Ended March 28, 2010 for additional details concerning the results.

(1) Note Regarding Forward-Looking Statements

The Company intends that certain matters discussed in this report are forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can generally be identified as such by reference to this footnote or because the context of the statement will include words such as the Company believes, anticipates, expects, plans, or estimates or words of similar meaning. Similarly, statements that describe future plans, objectives, outlooks, targets, guidance or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this report. Certain of such risks and uncertainties are described in close proximity to such statements or elsewhere in this report, including under the caption Cautionary Statements and in Item 1A Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2010. Shareholders, potential investors, and other readers are urged to consider these factors in evaluating the forward-looking statements and cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this report are made only as of the date of the filing of this report (May 4, 2011), and the Company disclaims any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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Outlook⁽¹⁾

On April 19, 2011 the Company widened its full-year shipment guidance in response to what it believes will be a modest level of supply chain interruption arising from the March 11 earthquake and tsunami in Japan. The Company now expects to ship 215,000 to 228,000 Harley-Davidson motorcycles to dealers and distributors worldwide in 2011, compared to prior shipment guidance of 221,000 to 228,000 motorcycles. In the second quarter of 2011, the Company expects to ship 62,000 to 67,000 motorcycles.

The Company and its direct suppliers source a limited number of components and subcomponents, including motorcycle electronics, through suppliers in Japan, and the Company has several subcomponent parts on close watch for possible shortages related to the situation there. The Company identified a supply issue related to an electronic subcomponent used in radios for its motorcycles that could affect shipment volume, and the Company adjusted shipment guidance to reflect its estimate of the potential impact of the situation. Based on currently available information, the Company believes it has viable solutions for the radios and other subcomponents on its watch list and the Company continues to work closely with its suppliers to monitor the situation and address issues as necessary.

Also on April 19, 2011, the Company announced that it now expects 2011 gross margin to be between 33.5% and 35.0%, versus previous guidance of 34.0% to 35.0%, as a direct result of the anticipated supply chain interruption. The Company continues to expect full-year capital expenditures of between \$210 million and \$230 million, including \$60 million to \$75 million to support restructuring activities. The Company anticipates it will have the ability to fund all capital expenditures in 2011 with cash flows generated by operations. The Company reiterated on April 19, 2011 that it expects the full year 2011 effective income tax rate to be approximately 35% for continuing operations.

Restructuring Activities⁽¹⁾

2011 Restructuring Plan

In February 2011, the Company's unionized employees at its facility in Kansas City, Missouri ratified a new seven-year labor agreement which takes effect in April 2012 when the current contract expires. The new contract is similar to the labor agreements ratified at the Company's Wisconsin facilities in September 2010 and its York, Pennsylvania facility in December 2009, and allows for similar flexibility and increased production efficiency. Once the new contract is implemented, the production system in Kansas City, like Wisconsin and York, will include the addition of a flexible workforce component.

After taking actions to implement the new ratified labor agreement (2011 Restructuring Plan), the Company expects to have about 540 full-time hourly unionized employees in its Kansas City facility when the contract is implemented in 2012, about 145 fewer than would be required under the existing contract.

2010 Restructuring Plan

In September 2010, the Company's unionized employees in Wisconsin ratified three separate new seven-year labor agreements which take effect in April 2012 when the current contracts expire. The new contracts are similar to the labor agreement ratified at the Company's York, Pennsylvania facility in December 2009 and allow for similar flexibility and increased production efficiency. Once the new contracts are implemented, the production system in Wisconsin, like York, will include the addition of a flexible workforce component.

Based on the new ratified labor agreements, the Company expects to have about 700 full-time hourly unionized employees in its Milwaukee-area facilities when the contracts are implemented in 2012, about 250 fewer than would be required under the existing contract. In Tomahawk, the Company expects to have a full-time hourly unionized workforce of about 200 when the contract is implemented, about 75 fewer than would be required under the current contract.

2009 Restructuring Plan

During 2009, in response to the U.S. economic recession and worldwide slowdown in consumer demand, the Company committed to a volume reduction and a combination of restructuring actions that are expected to be completed at various dates between 2009 and 2012. The actions were designed to reduce administrative costs,

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eliminate excess capacity and exit non-core business operations. The Company's significant announced actions include the restructuring and transformation of its York, Pennsylvania production facility including the implementation of a new more flexible unionized labor agreement; consolidation of facilities related to engine and transmission production; outsourcing of certain distribution and transportation activities and exiting the Buell product line.

The 2009 restructuring plans included a reduction of approximately 2,700 to 2,900 hourly production positions and approximately 720 non-production, primarily salaried positions within the Motorcycles segment and approximately 100 salaried positions in the Financial Services segment.

Restructuring Costs and Savings

During the three months ended March 27, 2011, the Company incurred \$23.0 million in restructuring expense related to its combined restructuring plan activities. This is in addition to \$387.8 million in restructuring and impairment expense incurred since its restructuring activities were initiated in 2009. The Company expects total costs for 2011, 2010 and 2009 restructuring plan activities to result in one-time restructuring and impairment expenses of \$510 million to \$525 million from 2009 through 2012 of which approximately 30% are expected to be non-cash. In 2011, the Company expects to incur restructuring expenses of \$95 million to \$105 million. The Company anticipates annual ongoing total savings from restructuring of approximately \$305 million to \$325 million upon completion of all announced restructuring activities. In the near-term, the Company has realized or estimates that it will realize savings from these restructuring activities, measured against 2008, as follows:

2009 - \$91 million (91% operating expense and 9% cost of sales);

2010 - \$172 million (64% operating expense and 36% cost of sales);

2011 - \$210 million to \$230 million (45-55% operating expense and 45-55% cost of sales);

2012 - \$275 million to \$295 million (35-45% operating expense and 55-65% cost of sales); and

Ongoing annually upon completion - \$305 million to \$325 million (30-40% operating expense and 60-70% cost of sales).

Discontinued Operations

On August 6, 2010, the Company concluded the sale of MV Agusta to a company controlled by the former owner of MV Agusta. During the three months ended March 28, 2010, the Company incurred a loss from discontinued operations, net of tax, of \$35.4 million, comprised of operating losses and impairment charges.

Table of Contents**Results of Operations for the Three Months Ended March 27, 2011****Compared to the Three Months Ended March 28, 2010****Consolidated Results**

| (in thousands, except earnings per share) | Three months ended | | (Decrease) | % |
|--|--------------------|-------------------|------------|--------|
| | March 27, 2011 | March 28, 2010 | Increase | Change |
| Operating income from motorcycles & related products | \$ 125,062 | \$ 126,107 | \$ (1,045) | (0.8%) |
| Operating income from financial services | 67,935 | 26,682 | 41,253 | 154.6 |
| Operating income | 192,997 | 152,789 | 40,208 | 26.3 |
| Investment income | 1,398 | 876 | 522 | 59.6 |
| Interest expense | 11,481 | 23,455 | (11,974) | (51.1) |
| Income before income taxes | 182,914 | 130,210 | 52,704 | 40.5 |
| Provision for income taxes | 63,654 | 61,469 | 2,185 | 3.6 |
| Income from continuing operations | 119,260 | 68,741 | 50,519 | 73.5 |
| Loss from discontinued operations, net of income taxes | | (35,416) | 35,416 | N/M |
| Net income | \$ 119,260 | \$ 33,325 | \$ 85,935 | 257.9% |
| Diluted earnings per share from continuing operations | \$ 0.51 | \$ 0.29 | \$ 0.22 | 75.9% |
| Diluted loss per share from discontinued operations | \$ | \$ (0.15) | \$ 0.15 | N/M |
| Diluted earnings per share | \$ 0.51 | \$ 0.14 | \$ 0.37 | 264.3% |

Operating income for the Motorcycles segment during the first quarter of 2011 was flat compared to first quarter 2010 primarily due to lower gross profit offset by lower restructuring expenses. Operating income for the Financial Services segment improved by \$41.3 million during the first quarter of 2011 due to favorable net interest income and improved credit performance in the retail motorcycle loan portfolio. The favorable net interest income was primarily due to a lower cost of funds. Please refer to the Motorcycles and Related Products Segment and Financial Services Segment discussions following for a more detailed discussion of the factors affecting operating income.

Interest expense for the first quarter of 2011 includes \$11.4 million related to the Company's senior unsecured notes, compared to \$22.5 million in the first quarter of 2010. The decrease in interest expense on the senior unsecured notes is due to the Company's repurchase of \$297.0 million of the \$600.0 million senior unsecured notes during the fourth quarter of 2010.

The effective income tax rate for the first quarter of 2011 was 34.8% compared to 47.2% for the first quarter of 2010. During the first quarter of 2010, the Patient Protection and Affordable Care Act was signed into law. As a result of this Act, reimbursements the Company receives under Medicare Part D coverage for providing retiree prescription drug benefits would no longer be tax free beginning in 2011. At the beginning of second quarter of 2010, the Health Care and Education Reconciliation Act of 2010 delayed the impact of this change to 2013. On April 14, 2010, the SEC staff announced that the Office of the Chief Accountant would not object to a view that the two Acts should be considered together for accounting purposes. The Company accounted for both Acts in the first quarter of 2010 and recorded income tax expense of \$13.3 million associated with this change which affected the Company's first quarter 2010 income tax rate.

Table of Contents**Motorcycles & Related Products Segment****Harley-Davidson Motorcycle Worldwide Retail Sales**

Worldwide independent dealer retail sales of Harley-Davidson motorcycles increased 3.5% during the first quarter of 2011 compared to the first quarter of 2010. Retail sales of Harley-Davidson motorcycles increased 11.3% internationally in the quarter while decreasing 0.5% in the United States. On an industry-wide basis, the heavyweight (651+cc) portion of the market was up 3.1% in the United States for the three months ended March 31, 2011 and up 9.2% in Europe for the two months ended February 28, 2011 when compared to the same periods in 2010. The following table includes retail unit sales of Harley-Davidson motorcycles:

Harley-Davidson Motorcycle Worldwide Retail Sales^(a)**Heavyweight (651+cc)**

| | Three months ended | | | |
|---|---------------------------|---------------------------|--------------------------------|---------------------|
| | March 27, 2011 | March 28, 2010 | (Decrease) Increase | % Change |
| <u>North America Region</u> | | | | |
| United States | 31,691 | 31,845 | (154) | (0.5%) |
| Canada | 2,037 | 1,895 | 142 | 7.5 |
| Total North America Region | 33,728 | 33,740 | (12) | 0.0 |
| <u>Europe Region (Includes Middle East and Africa)</u> | | | | |
| Europe ^(b) | 9,167 | 7,558 | 1,609 | 21.3 |
| Other | 1,246 | 931 | 315 | 33.8 |
| Total Europe Region | 10,413 | 8,489 | 1,924 | 22.7 |
| <u>Asia Pacific Region</u> | | | | |
| Japan | 1,831 | 2,018 | (187) | (9.3) |
| Other | 2,429 | 2,416 | 13 | 0.5 |
| Total Asia Pacific Region | 4,260 | 4,434 | (174) | (3.9) |
| <u>Latin America Region</u> | | | | |
| | 1,194 | 1,262 | (68) | (5.4) |
| Total Worldwide Retail Sales | 49,595 | 47,925 | 1,670 | 3.5% |

(a) Data source for retail sales figures shown above is new sales warranty and registration information provided by Harley-Davidson dealers and compiled by the Company. The Company must rely on information that its dealers supply concerning retail sales and this information is subject to revision. Only Harley-Davidson motorcycles are included in the table above.

(b) Europe data includes Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom.

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The following table includes industry retail motorcycle registration data:

Heavyweight Motorcycle Registration Data^(a)

| | Three months ended | | Increase | % Change |
|------------------------------|--------------------|-------------------|----------|-------------|
| | March 31, 2011 | March 31, 2010 | | |
| United States ^(b) | 58,817 | 57,069 | 1,748 | 3.1% |

| | Two months ended | | Increase | % Change |
|-----------------------|----------------------|----------------------|----------|-------------|
| | February 28, 2011 | February 28, 2010 | | |
| Europe ^(c) | 30,311 | 27,763 | 2,548 | 9.2% |

(a) Heavyweight data includes street legal 651+cc models. Street legal 651+cc models include on-highway, dual purpose models and three-wheeled vehicles.

(b) United States industry data is derived from information provided by Motorcycle Industry Council (MIC). This third party data is subject to revision and update. Prior periods have been adjusted to include all dual purpose models that were previously excluded.

(c) Europe data includes Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom. Industry retail motorcycle registration data includes 651+cc models derived from information provided by Giral S.A., an independent agency. Europe market data is reported on a one-month lag. This third-party data is subject to revision and update.

Motorcycle Unit Shipments

The following table includes wholesale motorcycle unit shipments for the Motorcycles segment:

| | Three months ended | | (Decrease) Increase | % Change | | |
|--|--------------------|-------------------|------------------------|-------------|---------|---------|
| | March 27, 2011 | March 28, 2010 | | | | |
| United States | 34,866 | 64.8% | 35,668 | 66.5% | (802) | (2.2%) |
| International | 18,961 | 35.2% | 18,006 | 33.5% | 955 | 5.3 |
| Harley-Davidson motorcycle units | 53,827 | 100.0% | 53,674 | 100.0% | 153 | 0.3% |
| Touring motorcycle units | 22,496 | 41.8% | 22,885 | 42.6% | (389) | (1.7%) |
| Custom motorcycle units ^(a) | 20,670 | 38.4% | 22,572 | 42.1% | (1,902) | (8.4) |
| Sportster motorcycle units | 10,661 | 19.8% | 8,217 | 15.3% | 2,444 | 29.7 |
| Harley-Davidson motorcycle units | 53,827 | 100.0% | 53,674 | 100.0% | 153 | 0.3% |
| Buell motorcycle units | 23 | | 1,774 | | (1,751) | (98.7%) |

(a) Custom motorcycle units, as used in this table, include Dyna, Softail, VRSC and CVO models.

The Company shipped 53,827 Harley-Davidson motorcycles worldwide during the first quarter of 2011, which was 0.3% higher than the first quarter of 2010 and in line with Company expectations. U.S. dealer inventory at the end of the first quarter of 2011 increased modestly over December 2010 in advance of the spring selling season, however, U.S. dealer inventory of new Harley-Davidson motorcycle units was approximately 10,500 lower than at the end of the first quarter of 2010. The Company announced on April 19, 2011 that it anticipates shipping between 62,000 to 67,000 Harley-Davidson motorcycle units in the second quarter of 2011.⁽¹⁾

Table of Contents**Segment Results**

The following table includes the condensed statements of operations for the Motorcycles segment (in thousands):

| | Three months ended | | Increase (Decrease) | % Change |
|-----------------------------------|--------------------|-------------------|------------------------|-------------|
| | March 27, 2011 | March 28, 2010 | | |
| Revenue: | | | | |
| Harley-Davidson motorcycles | \$ 833,388 | \$ 808,806 | \$ 24,582 | 3.0% |
| Buell motorcycles | 113 | 10,790 | (10,677) | (99.0) |
| | 833,501 | 819,596 | 13,905 | 1.7 |
| Parts & Accessories | 164,333 | 149,086 | 15,247 | 10.2 |
| General Merchandise | 62,566 | 66,255 | (3,689) | (5.6) |
| Other | 2,644 | 2,398 | 246 | 10.3 |
| Total revenue | 1,063,044 | 1,037,335 | 25,709 | 2.5 |
| Cost of goods sold | 711,178 | 657,788 | 53,390 | 8.1 |
| Gross profit | 351,866 | 379,547 | (27,681) | (7.3) |
| Selling & administrative expense | 173,254 | 175,095 | (1,841) | (1.1) |
| Engineering expense | 30,551 | 30,109 | 442 | 1.5 |
| Restructuring expense | 22,999 | 48,236 | (25,237) | (52.3) |
| Operating expense | 226,804 | 253,440 | (26,636) | (10.5) |
| Operating income from motorcycles | \$ 125,062 | \$ 126,107 | \$ (1,045) | (0.8%) |

The following table includes the estimated impact of significant factors affecting the comparability of net revenue, cost of goods sold and gross profit from the first quarter of 2010 to the first quarter of 2011 (in millions):

| | Net Revenue | Cost of Goods Sold | Gross Profit |
|---|----------------|-----------------------|-----------------|
| March 28, 2010 | \$ 1,037.3 | \$ 657.8 | \$ 379.5 |
| Volume | 0.7 | 0.5 | 0.2 |
| Foreign currency exchange rates and hedging | 9.9 | 15.9 | (6.0) |
| Product mix | 15.1 | 9.8 | 5.3 |
| Raw material prices | | 5.7 | (5.7) |
| Manufacturing costs | | 21.4 | (21.4) |
| Total | 25.7 | 53.3 | (27.6) |
| March 27, 2011 | \$ 1,063.0 | \$ 711.1 | \$ 351.9 |

Foreign currency exchange rates during the first quarter of 2011 resulted in a positive impact on net revenue. Gains and losses associated with the revaluation of foreign-denominated assets and liabilities and foreign currency hedging (included in cost of goods sold) were unfavorable when compared to the same period last year and more than offset the positive impact of revenue.

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Product mix benefited net revenue and gross profit primarily from product mix changes within the Company's motorcycle families partially offset by product mix changes between motorcycle families.

Raw material prices were higher in the first quarter of 2011 relative to the first quarter of 2010 due to increasing metals and fuel costs.

Manufacturing costs increased primarily due to near-term inefficiencies associated with the Company's restructuring and transformation at its York, Pennsylvania facility. The restructuring of the York facility is expected to be largely complete in the first half of 2012. Through the next several quarters, the Company continues to expect costs to be adversely impacted by restructuring activities.⁽¹⁾

The net decrease in operating expense was primarily due to lower restructuring expense related to the Company's previously announced restructuring activities. For further information regarding the Company's previously announced restructuring activities, refer to Note 5 of Notes to Condensed Consolidated Financial Statements.

Financial Services Segment**Segment Results**

The following table includes the condensed statements of operations for the Financial Services segment (in thousands):

| | Three months ended | | | |
|--|---------------------------|---------------------------|--------------------------------|---------------------|
| | March 27, 2011 | March 28, 2010 | (Decrease) Increase | % Change |
| Interest income | \$ 149,425 | \$ 160,012 | \$ (10,587) | (6.6%) |
| Other income | 12,461 | 9,825 | 2,636 | 26.8 |
| Financial services revenue | 161,886 | 169,837 | (7,951) | (4.7) |
| Interest expense | 58,035 | 81,203 | (23,168) | (28.5) |
| Provision for credit losses | 5,606 | 31,806 | (26,200) | (82.4) |
| Operating expenses | 30,310 | 30,146 | 164 | 0.5 |
| Financial services expense | 93,951 | 143,155 | (49,204) | (34.4) |
| Operating income from financial services | \$ 67,935 | \$ 26,682 | \$ 41,253 | 154.6% |

On January 1, 2010, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140 (codified within ASC Topic 860), and SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (codified in ASC Topic 810). As a result of the adoption of the new accounting guidance, the Company consolidated the assets and liabilities of its formerly unconsolidated QSPEs on January 1, 2010. Beginning on January 1, 2010, the Company began recognizing interest income and credit losses on the previously unconsolidated securitized receivables and interest expense on the related debt within its statements of operations.

Interest income for the three months ended March 27, 2011 decreased primarily due to lower average retail and wholesale finance receivables outstanding. Interest expense was also lower due to a lower debt balance related to lower average retail and wholesale finance receivables outstanding and a more favorable cost of funds.

Other income increased during the first quarter of 2011 compared to the first quarter of 2010 primarily due to a \$3.4 million hedging loss recognized in the first quarter of 2010. During the first quarter of 2010, the Company held derivative contracts associated with the asset-backed commercial paper conduit facility which did not qualify for hedge accounting treatment. The derivative contracts were terminated in December 2010.

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The provisions for credit losses related to retail finance receivables and wholesale finance receivables decreased by \$28.8 million and increased by \$1.7 million, respectively, in the first quarter of 2011 compared to the first quarter of 2010. The decrease in the retail provision for credit losses was due primarily to favorable retail receivable credit loss performance. During the first quarter of 2011, the total allowance for credit losses decreased by \$14.0 million to \$159.7 million to lower anticipated credit losses.

Changes in the allowance for finance credit losses on finance receivables were as follows (in thousands):

| | Three months ended | |
|--|---------------------------|---------------------------|
| | March 27, 2011 | March 28, 2010 |
| Balance, beginning of period | \$ 173,589 | \$ 150,082 |
| Allowance related to newly consolidated finance receivables ^(a) | | 49,424 |
| Provision for finance credit losses | 5,606 | 31,806 |
| Charge-offs, net of recoveries | (19,511) | (39,212) |
| Balance, end of period | \$ 159,684 | \$ 192,100 |

(a) As part of the required consolidation of formerly off-balance sheet securitization trusts on January 1, 2010, the Company consolidated a \$49.4 million allowance for credit losses related to the newly consolidated finance receivables.

At March 27, 2011, the allowance for finance credit losses on finance receivables was \$18.0 million for wholesale receivables and \$141.7 million for retail receivables, which includes \$82.3 million related to finance receivables held by VIEs. See Note 7 of Notes to Condensed Consolidated Financial Statements for more information on the Company's VIEs. At March 28, 2010, the allowance for finance credit losses on finance receivables was \$16.4 million for wholesale receivables and \$175.7 million for retail receivables, which includes \$128.3 million related to receivables held by VIEs.

HDFS' periodic evaluation of the adequacy of the allowance for finance credit losses on finance receivables held for investment is generally based on HDFS' past loan loss experience, known and inherent risks in the portfolio, current economic conditions and the estimated value of any underlying collateral.

Other Matters**New Accounting Standards Not Yet Adopted**

In April 2011, the FASB issued ASU No. 2011-02, "A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring." ASU No. 2011-02 amends the guidance within ASC Topic 310, "Receivables" to clarify how creditors determine when a restructuring constitutes a troubled debt restructuring. In addition, ASU No. 2011-02 clarifies the guidance on a creditor's evaluation of whether a debtor is experiencing financial difficulties even though the debtor may not be in payment default. The Company is required to adopt ASU No. 2011-02 beginning in the third quarter of 2011 and is currently evaluating the impact of adoption.

Commitments and Contingencies

The Company is subject to lawsuits and other claims related to environmental, product and other matters. In determining required reserves related to these items, the Company carefully analyzes cases and considers the likelihood of adverse judgments or outcomes, as well as the potential range of possible loss. The required reserves are monitored on an ongoing basis and are updated based on new developments or new information in each matter.

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Environmental Protection Agency Notice

In December 2009, the Company received formal, written requests for information from the United States Environmental Protection Agency (EPA) regarding: (i) certificates of conformity for motorcycle emissions and related designations and labels, (ii) aftermarket parts, and (iii) warranty claims on emissions related components. The Company promptly submitted written responses to the EPA's inquiry and engaged in discussions with the EPA. It is possible that a result of the EPA's investigation will be some form of enforcement action by the EPA that will seek a fine or other relief. However, at this time the Company does not know and cannot reasonably estimate the impact of any remedies the EPA might seek.

York Environmental Matters:

The Company is involved with government agencies and groups of potentially responsible parties in various environmental matters, including a matter involving the cleanup of soil and groundwater contamination at its York, Pennsylvania facility. The York facility was formerly used by the U.S. Navy and AMF prior to the purchase of the York facility by the Company from AMF in 1981. Although the Company is not certain as to the full extent of the environmental contamination at the York facility, it has been working with the Pennsylvania Department of Environmental Protection (PADEP) since 1986 in undertaking environmental investigation and remediation activities, including an ongoing site-wide remedial investigation/feasibility study (RI/FS). In January 1995, the Company entered into a settlement agreement (the Agreement) with the Navy. The Agreement calls for the Navy and the Company to contribute amounts into a trust equal to 53% and 47%, respectively, of future costs associated with environmental investigation and remediation activities at the York facility (Response Costs). The trust administers the payment of the Response Costs incurred at the York facility as covered by the Agreement.

In February 2002, the Company was advised by the EPA that it considers some of the Company's remediation activities at the York facility to be subject to the EPA's corrective action program under the Resource Conservation and Recovery Act (RCRA) and offered the Company the option of addressing corrective action under a RCRA facility lead agreement. In July 2005, the York facility was designated as the first site in Pennsylvania to be addressed under the One Cleanup Program. The program provides a more streamlined and efficient oversight of voluntary remediation by both PADEP and EPA and will be carried out consistent with the Agreement with the Navy. As a result, the RCRA facility lead agreement has been superseded.

The Company estimates that its share of the future Response Costs at the York facility will be approximately \$5.4 million and has established a reserve for this amount which is included in accrued liabilities in the Condensed Consolidated Balance Sheets. As noted above, the RI/FS is still underway and given the uncertainty that exists concerning the nature and scope of additional environmental investigation and remediation that may ultimately be required under the RI/FS, we are unable to make a reasonable estimate of those additional costs, if any, that may result.

The estimate of the Company's future Response Costs that will be incurred at the York facility is based on reports of independent environmental consultants retained by the Company, the actual costs incurred to date and the estimated costs to complete the necessary investigation and remediation activities. Response Costs related to the remediation of soil are expected to be incurred over a period of several years ending in 2015. Response Costs related to ground water remediation may continue for some time beyond 2015.

Product Liability Matters:

Additionally, the Company is involved in product liability suits related to the operation of its business. The Company accrues for claim exposures that are probable of occurrence and can be reasonably estimated. The Company also maintains insurance coverage for product liability exposures. The Company believes that its accruals and insurance coverage are adequate and that product liability will not have a material adverse effect on the Company's consolidated financial statements.

Table of Contents**Liquidity and Capital Resources as of March 27, 2011⁽¹⁾**

Over the long-term, the Company expects that its business model will continue to generate cash that will allow it to invest in the business, fund future growth opportunities and return value to shareholders. The Company believes the Motorcycles operations will continue to be primarily funded through cash flows generated by operations. The Company's Financial Services operations have been funded with unsecured debt, unsecured commercial paper, an asset-backed commercial paper conduit facility and committed unsecured bank facilities and through the term asset-backed securitization market.

The Company's strategy is to maintain a minimum of twelve months of its projected liquidity needs through a combination of cash and marketable securities and availability under credit facilities. The following table summarizes the Company's cash and marketable securities and availability under credit facilities as of March 27, 2011 (in thousands):

| | |
|--|---------------------|
| Cash and cash equivalents | \$ 932,515 |
| Marketable securities | 115,209 |
| Total cash and cash equivalents and marketable securities | 1,047,724 |
| Global credit facilities ^(a) | 643,856 |
| Asset-backed conduit facility ^(b) | 600,000 |
| Total availability under credit facilities | 1,243,856 |
| Total | \$ 2,291,580 |

(a) \$675.0 million of the Company's total \$1.35 billion global credit facilities was replaced on April 28, 2011.

(b) The conduit facility is set to expire in September 2011.

The Company recognizes that it must continue to monitor and adjust to changes in the lending environment for its Financial Services operations. The Company intends to continue with a diversified funding profile through a combination of short-term and long-term funding vehicles and to pursue a variety of sources to obtain cost-effective funding. The Financial Services operations could be negatively affected by higher costs of funding and increased difficulty of raising, or potential unsuccessful efforts to raise, funding in the short-term and long-term capital markets. These negative consequences could in turn adversely affect the Company's business and results of operations in various ways, including through higher costs of capital, reduced funds available through its Financial Services operations to provide loans to independent dealers and their retail customers, and dilution to existing shareholders through the use of alternative sources of capital.

Cash Flow Activity

The following table summarizes the cash flow activity of continuing operations for the periods indicated (in thousands):

| | Three months ended | |
|---|--------------------|---------------------|
| | March 27, 2011 | March 28, 2010 |
| Net cash (used by) provided by operating activities | \$ (104,918) | \$ 200,842 |
| Net cash provided by investing activities | 125,022 | 183,546 |
| Net cash used by financing activities | (106,804) | (554,196) |
| Effect of exchange rate changes on cash and cash equivalents | (2,693) | (606) |
| Net decrease in cash and cash equivalents of continuing operations | \$ (89,393) | \$ (170,414) |

Operating Activities of Continuing Operations

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The decrease in operating cash flow for the first three months of 2011 compared to the first three months of 2010 was due primarily to a \$200.0 million contribution to the Company's pension plans and changes in working capital. No additional pension contributions are required in 2011. The Company expects it will continue to make on-going contributions related to current benefit payments for SERPA and postretirement healthcare plans.

Table of Contents**Investing Activities of Continuing Operations**

The Company's investing activities consist primarily of capital expenditures, net changes in finance receivables and short-term investment activity. Capital expenditures were \$27.7 million in the first quarter of 2011 compared to \$14.6 million in the same period last year. Net cash inflows from finance receivables held for investment for the first three months of 2011 were \$70.4 million lower than in the same period last year as a result of an increase in retail motorcycle loan originations during 2011. A net decrease in marketable securities during the first quarter of 2011 resulted in higher investing cash flows of approximately \$25 million compared to the same period last year.

Financing Activities of Continuing Operations

The Company's financing activities consist primarily of share repurchases, dividend payments and debt activity. Share repurchases during the first quarters of 2010 and 2011 were limited to shares of common stock that employees presented to the Company to satisfy withholding taxes in connection with the vesting of restricted stock awards. As of March 27, 2011, there were 16.7 million shares remaining on a board-approved share repurchase authorization. An additional board-approved share repurchase authorization is in place to offset option exercises.

The Company paid dividends of \$0.10 per share totaling \$23.6 million and \$23.5 million during the first three months of 2011 and 2010, respectively.

Financing cash flows related to debt activity resulted in net cash outflows of \$79.6 million in the first quarter of 2011 compared to \$495.9 million in the first quarter of 2010. As noted below, the Company issued \$450 million of medium-term notes during March 2011. The Company's total outstanding debt consisted of the following as of March 27, 2011 and March 28, 2010 (in thousands):

| | March 27, 2011 | March 28, 2010 |
|--|---------------------|---------------------|
| Global credit facilities | \$ 217,651 | \$ 430,740 |
| Unsecured commercial paper | 488,493 | 286,837 |
| Medium-term notes | 2,347,624 | 2,102,154 |
| Senior unsecured notes | 303,000 | 600,000 |
| | 3,356,768 | 3,419,731 |
| Term asset-backed securitization debt held by VIEs | 2,324,763 | 3,606,683 |
| Total debt | \$ 5,681,531 | \$ 7,026,414 |

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To access the debt capital markets, the Company relies on credit rating agencies to assign short-term and long-term credit ratings. Generally, lower credit ratings result in higher borrowing costs and reduced access to debt capital markets. A credit rating agency may change or withdraw the Company's ratings based on its assessment of the Company's current and future ability to meet interest and principal repayment obligations. The Company's short-term debt ratings affect its ability to issue unsecured commercial paper. The Company's short- and long-term debt ratings as of March 27, 2011 were as follows:

| | Short-Term | Long-Term | Outlook |
|-------------------|------------|-----------|---------|
| Moody's | P2 | Baa1 | Stable |
| Standard & Poor's | A2 | BBB | Stable |
| Fitch | F2 | BBB+ | Stable |

Global Credit Facilities On April 28, 2011, the Company and HDFS entered into a new \$675.0 million four-year credit facility to refinance and replace a \$675.0 million 364-day credit facility, that matured in April 2011. The new four-year credit facility matures in April 2015. The Company and HDFS also have a \$675.0 million three-year credit facility which matures in April 2013. The new four-year credit facility and three-year credit facility (together, the Global Credit Facilities) bear interest at various variable interest rates, which may be adjusted upward or downward depending on certain criteria, such as credit ratings. The Global Credit Facilities also require the Company to pay a fee based upon the average daily unused portion of the aggregate commitments under the Global Credit Facilities. The Global Credit Facilities are committed facilities and primarily used to support HDFS' unsecured commercial paper program.

Unsecured Commercial Paper Subject to limitations, HDFS could issue unsecured commercial paper of up to \$1.35 billion as of March 27, 2011 supported by the 364-day credit facility that matured in April 2011 and the \$675.0 million three-year credit facility discussed above. The four-year facility the Company entered into on April 28, 2011 did not change the amount of unsecured commercial paper HDFS can issue. Outstanding unsecured commercial paper may not exceed the unused portion of the Global Credit Facilities. Maturities may range up to 365 days from the issuance date. HDFS intends to finance the repayment of unsecured commercial paper as it matures by issuing traditional unsecured commercial paper or through other means, such as borrowing under the Global Credit Facilities, borrowing under its asset-backed commercial paper conduit facility and term asset-backed securitizations.

Medium-Term Notes The Company had the following medium-term notes (collectively, the Notes) issued and outstanding at March 27, 2011 (in thousands):

| Principal Amount | Rate | Issue Date | Maturity Date |
|------------------|--------|---------------|---------------|
| \$ 400,000 | 5.25% | December 2007 | December 2012 |
| \$ 500,000 | 5.75% | November 2009 | December 2014 |
| \$ 450,000 | 3.875% | March 2011 | March 2016 |
| \$ 1,000,000 | 6.80% | May 2008 | June 2018 |

The Notes provide for semi-annual interest payments and principal due at maturity. At March 28, 2010, HDFS had \$200.0 million of 5.00% medium-term notes outstanding. At March 28, 2010, those notes included a fair value adjustment increasing the balance by \$4.7 million, due to interest rate swap agreements designated as fair value hedges. The effect of the interest rate swap agreements was to convert the interest rate on a portion of the Notes from a fixed to a floating rate, which was based on 3-month LIBOR. Those notes matured in December 2010 and the principal and accrued interest were paid in full. As a result, the Notes do not include a fair value adjustment as the interest rate swaps were related to those particular medium-term notes. Unamortized discounts on the Notes reduced the balance by \$2.4 million and \$2.6 million at March 27, 2011 and March 28, 2010 respectively.

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Senior Unsecured Notes In February 2009, the Company issued \$600.0 million of senior unsecured notes in an underwritten offering. The senior unsecured notes provide for semi-annual interest payments and principal due at maturity. The senior unsecured notes mature in February 2014 and have an annual interest rate of 15%. During the fourth quarter of 2010, the Company repurchased \$297.0 million of the \$600.0 million senior unsecured notes at a price of \$380.8 million.

Asset-Backed Commercial Paper Conduit Facility On September 10, 2010, the Company amended and restated its revolving asset-backed conduit facility which provides for a total aggregate commitment of \$600.0 million. At March 27, 2011, HDFS had no outstanding borrowings under the conduit facility.

This debt provides for interest on outstanding principal based on prevailing commercial paper rates, or LIBOR plus a specified margin to the extent the advance is not funded by a conduit lender through the issuance of commercial paper. The conduit facility also provides for an unused commitment fee based on the unused portion of the total aggregate commitment of \$600.0 million. There is no amortization schedule; however, the debt is reduced monthly as available collections on the related finance receivable collateral are applied to outstanding principal. Upon expiration of the conduit facility, any outstanding principal will continue to be reduced monthly through available collections. Unless earlier terminated or extended by mutual agreement of HDFS and the lenders, as of March 27, 2011, the conduit facility expires on September 9, 2011.

Finance Receivable Securitization Debt On January 1, 2010, the Company adopted new guidance within ASC Topics 810 and 860 for consolidating VIEs. As a result, the Company consolidated the securitized U.S. retail motorcycle loans, resulting secured borrowings, and other related assets and liabilities related to the formerly unconsolidated QSPEs in the Company's consolidated financial statements. The consolidation of the secured notes related to these VIEs resulted in a \$1.89 billion increase in securitization debt on January 1, 2010, the effective date of adoption.

For all of the term asset-backed securitization transactions, the Company transferred U.S. retail motorcycle loans to separate VIEs, which in turn issued secured notes, with various maturities and interest rates to investors. All of the notes held by the VIEs are secured by future collections of the purchased U.S. retail motorcycle loans. The U.S. retail motorcycle loans included in the term asset-backed securitization transactions are only available for payment of the debt and other obligations arising from term asset-backed securitization transactions and are not available to pay other obligations or claims of the Company's creditors until the associated debt and other obligations are satisfied. Cash and cash equivalent balances held by the VIEs are used only to support the securitizations. There is no amortization schedule for the secured notes; however, the debt is reduced monthly as available collections on the related retail motorcycle loans are applied to outstanding principal. The secured notes contractual lives have various maturities ranging from 2011 to 2018.

As of March 27, 2011, the assets of the VIEs totaled \$3.22 billion, of which \$2.92 billion of finance receivables and \$293.1 million of cash were restricted as collateral for the payment of \$2.32 billion of obligations under the secured notes. Approximately \$721.2 million of the obligations under the secured notes were classified as current at March 27, 2011, based on the contractual maturities of the restricted finance receivables.

Intercompany Borrowing HDFS has a revolving credit line with the Company whereby HDFS may borrow up to \$210.0 million from the Company at a market interest rate. As of March 27, 2011 and March 28, 2010, HDFS had no outstanding borrowings owed to the Company under this agreement.

The Company has a support agreement with HDFS whereby, if required, the Company agrees to provide HDFS with financial support to maintain HDFS' fixed-charge coverage at 1.25 and minimum net worth of \$40.0 million. Support may be provided at the Company's option as capital contributions or loans. Accordingly, certain debt covenants may restrict the Company's ability to withdraw funds from HDFS outside the normal course of business. No amount has ever been provided to HDFS under the support agreement.

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Operating and Financial Covenants HDFS and the Company are subject to various operating and financial covenants related to the Global Credit Facilities and the asset-backed commercial paper conduit facility and various operating covenants under the Notes. The more significant covenants are described below.

The covenants limit the Company's and HDFS' ability to:

incur certain additional indebtedness;

assume or incur certain liens;

participate in a merger, consolidation, liquidation or dissolution; and

purchase or hold margin stock.

Under the financial covenants of the Global Credit Facilities and the asset-backed commercial paper conduit facility, the debt to equity ratio of HDFS and its consolidated subsidiaries cannot exceed 10.0 to 1.0 and HDFS must maintain a consolidated tangible net worth of not less than \$500.0 million. In addition, the Company was required to maintain a minimum interest coverage ratio of 2.5 to 1.0 for the quarter ended March 27, 2011. As a result of the new \$675.0 million four-year credit facility which replaced the \$675 million 364-day credit facility that matured in April 2011, HDFS will no longer have a requirement to maintain a minimum consolidated tangible net worth and the Company must maintain a minimum interest coverage ratio of at least 2.25 to 1.0 for each fiscal quarter subsequent to March 27, 2011 until June 30, 2013 and 2.5 to 1.0 for each fiscal quarter thereafter. No financial covenants are required under the Notes or the Company's senior unsecured notes.

At March 27, 2011, HDFS and the Company remained in compliance with all of the then existing covenants.

Cash Flows from Discontinued Operations

During the three months ended March 27, 2011, cash flows from discontinued operations were not material. During the three months ended March 28, 2010, cash flows from discontinued operations were a net cash outflow of \$14.8 million.

Cautionary Statements

The Company's ability to meet the targets and expectations noted depends upon, among other factors, the Company's ability to:

- (i) manage supply chain issues, including the ability of several Company suppliers to execute short-term and long-term contingency plans for maintaining supply, or obtaining alternate supply, of certain components and sub-components currently manufactured in Japan;
- (ii) execute its business strategy;
- (iii) effectively execute the Company's restructuring plans within expected costs and timing;
- (iv) implement and manage enterprise-wide information technology solutions, including solutions at its manufacturing facilities, and secure data contained in those systems;

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- (v) anticipate the level of consumer confidence in the economy;
- (vi) continue to realize production efficiencies at its production facilities and manage operating costs including materials, labor and overhead;
- (vii) successfully implement with the Company's labor unions the agreements that the Company has executed with them that the Company believes will provide flexibility and cost-effectiveness to accomplish restructuring goals and long-term competitiveness;
- (viii) manage production capacity and production changes;
- (ix) provide products, services and experiences that are successful in the marketplace;
- (x) develop and implement sales and marketing plans that retain existing retail customers and attract new retail customers in an increasingly competitive marketplace;
- (xi) manage the risks that the Company's independent dealers may have difficulty obtaining capital and managing through unfavorable economic conditions and consumer demand;
- (xii) continue to have access to reliable sources of capital funding and adjust to fluctuations in the cost of capital;
- (xiii) manage the credit quality, the loan servicing and collection activities, and the recovery rates of HDFS' loan portfolio;

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- (xiv) sell all of its motorcycles and related products and services to its independent dealers;
- (xv) continue to develop the capabilities of its distributor and dealer network;
- (xvi) manage changes and prepare for requirements in legislative and regulatory environments for its products, services and operations;
- (xvii) adjust to fluctuations in foreign currency exchange rates, interest rates and commodity prices;
- (xviii) adjust to healthcare inflation and reform, pension reform and tax changes;
- (xix) retain and attract talented employees; and
- (xx) detect any issues with the Company's motorcycles or manufacturing processes to avoid delays in new model launches, recall campaigns, increased warranty costs or litigation.

In addition, the Company could experience delays or disruptions in its operations as a result of work stoppages, strikes, natural causes, terrorism or other factors. Other factors are described in risk factors that the Company has disclosed in documents previously filed with the Securities and Exchange Commission. Many of these risk factors are impacted by the current changing capital, credit and retail markets and the Company's ability to manage through inconsistent economic conditions.

The Company's ability to sell its motorcycles and related products and services and to meet its financial expectations also depends on the ability of the Company's independent dealers to sell its motorcycles and related products and services to retail customers. The Company depends on the capability and financial capacity of its independent dealers and distributors to develop and implement effective retail sales plans to create demand for the motorcycles and related products and services they purchase from the Company.

In addition, the Company's independent dealers and distributors may experience difficulties in operating their businesses and selling Harley-Davidson motorcycles and related products and services as a result of weather, economic conditions or other factors.

Refer to Risk Factors under Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of additional risk factors and a more complete discussion of some of the cautionary statements noted above.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for a complete discussion of the Company's market risk. There have been no material changes to the market risk information included in the Company's Annual Report on Form 10-K for the year December 31, 2010.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's management evaluated, with the participation of the Company's President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer, the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon their evaluation of these disclosure controls and procedures, the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q to ensure that

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information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission rules and forms, and to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its President and Chief Executive Officer and Senior Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

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Changes in Internal Controls

There was no change in the Company's internal control over financial reporting during the quarter ended March 27, 2011 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1 Legal Proceedings

The Company is subject to lawsuits and other claims related to environmental, product and other matters. In determining required reserves related to these items, the Company carefully analyzes cases and considers the likelihood of adverse judgments or outcomes, as well as the potential range of possible loss. The required reserves are monitored on an ongoing basis and are updated based on new developments or new information in each matter.

Environmental Protection Agency Notice

In December 2009, the Company received formal, written requests for information from the United States Environmental Protection Agency (EPA) regarding: (i) certificates of conformity for motorcycle emissions and related designations and labels, (ii) aftermarket parts, and (iii) warranty claims on emissions related components. The Company promptly submitted written responses to the EPA's inquiry and engaged in discussions with the EPA. It is possible that a result of the EPA's investigation will be some form of enforcement action by the EPA that will seek a fine or other relief. However, at this time the Company does not know and cannot reasonably estimate the impact of any remedies the EPA might seek.

York Environmental Matters:

The Company is involved with government agencies and groups of potentially responsible parties in various environmental matters, including a matter involving the cleanup of soil and groundwater contamination at its York, Pennsylvania facility. The York facility was formerly used by the U.S. Navy and AMF prior to the purchase of the York facility by the Company from AMF in 1981. Although the Company is not certain as to the full extent of the environmental contamination at the York facility, it has been working with the Pennsylvania Department of Environmental Protection (PADEP) since 1986 in undertaking environmental investigation and remediation activities, including an ongoing site-wide remedial investigation/feasibility study (RI/FS). In January 1995, the Company entered into a settlement agreement (the Agreement) with the Navy. The Agreement calls for the Navy and the Company to contribute amounts into a trust equal to 53% and 47%, respectively, of future costs associated with environmental investigation and remediation activities at the York facility (Response Costs). The trust administers the payment of the Response Costs incurred at the York facility as covered by the Agreement.

In February 2002, the Company was advised by the EPA that it considers some of the Company's remediation activities at the York facility to be subject to the EPA's corrective action program under the Resource Conservation and Recovery Act (RCRA) and offered the Company the option of addressing corrective action under a RCRA facility lead agreement. In July 2005, the York facility was designated as the first site in Pennsylvania to be addressed under the One Cleanup Program. The program provides a more streamlined and efficient oversight of voluntary remediation by both PADEP and EPA and will be carried out consistent with the Agreement with the Navy. As a result, the RCRA facility lead agreement has been superseded.

The Company estimates that its share of the future Response Costs at the York facility will be approximately \$5.4 million and has established a reserve for this amount which is included in accrued liabilities in the Condensed Consolidated Balance Sheets. As noted above, the RI/FS is still underway and given the uncertainty that exists concerning the nature and scope of additional environmental investigation and remediation that may ultimately be required under the RI/FS, we are unable to make a reasonable estimate of those additional costs, if any, that may result.

The estimate of the Company's future Response Costs that will be incurred at the York facility is based on reports of independent environmental consultants retained by the Company, the actual costs incurred to date and the estimated costs to complete the necessary investigation and remediation activities. Response Costs related to the remediation of soil are expected to be incurred over a period of several years ending in 2015. Response Costs related to ground water remediation may continue for some time beyond 2015.

Table of Contents*Product Liability Matters:*

Additionally, the Company is involved in product liability suits related to the operation of its business. The Company accrues for claim exposures that are probable of occurrence and can be reasonably estimated. The Company also maintains insurance coverage for product liability exposures. The Company believes that its accruals and insurance coverage are adequate and that product liability will not have a material adverse effect on the Company's consolidated financial statements.

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

The following table contains detail related to the repurchase of common stock based on the date of trade during the quarter ended March 27, 2011:

| 2011 Fiscal Month | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------|---|-------------------------------------|---|---|
| January 1 to January 30 | 403 | \$ 35 | | 24,061,180 |
| January 31 to February 27 | 113,775 | \$ 42 | | 24,726,562 |
| February 28 to March 27 | 2,317 | \$ 41 | | 24,735,748 |
| Total | 116,495 | \$ 42 | | |

The Company has an authorization (originally adopted in December 1997) by its Board of Directors to repurchase shares of its outstanding common stock under which the cumulative number of shares repurchased, at the time of any repurchase, shall not exceed the sum of (1) the number of shares issued in connection with the exercise of stock options occurring on or after January 1, 2004 plus (2) one percent of the issued and outstanding common stock of the Company on January 1 of the current year, adjusted for any stock split. The Company did not purchase shares under this authorization during the quarter ended March 27, 2011.

In December 2007, the Company's Board of Directors separately authorized the Company to buy back up to 20.0 million shares of its common stock with no dollar limit or expiration date. As of March 27, 2011, 16.7 million shares remained under this authorization.

The Harley-Davidson, Inc. 2009 Incentive Stock Plan and predecessor stock plans permit participants to satisfy all or a portion of the statutory federal, state and local withholding tax obligations arising in connection with plan awards by electing to (a) have the Company withhold shares otherwise issuable under the award, (b) tender back shares received in connection with such award or (c) deliver other previously owned shares, in each case having a value equal to the amount to be withheld. During the first quarter of 2011, the Company acquired 116,495 shares of common stock that employees presented to the Company to satisfy withholding taxes in connection with the vesting of restricted stock awards.

Item 6 Exhibits

Refer to the Exhibit Index on page 56 of this report.

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SIGNATURES

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

HARLEY-DAVIDSON, INC.

Date: May 4, 2011

/s/ John A. Olin
John A. Olin
Senior Vice President and Chief Financial Officer

(Principal financial officer)

Date: May 4, 2011

/s/ Mark R. Kornetzke
Mark R. Kornetzke
Chief Accounting Officer

(Principal accounting officer)

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Harley-Davidson, Inc.

Exhibit Index to Form 10-Q

| Exhibit No. | Description |
|--------------------|---|
| 31.1 | Chief Executive Officer Certification pursuant to Rule 13a-14(a) |
| 31.2 | Chief Financial Officer Certification pursuant to Rule 13a-14(a) |
| 32.1 | Written Statement of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. §1350 |
| 101 | Financial statements from the quarterly report on Form 10-Q of Harley-Davidson, Inc. for the quarter ended March 27, 2011, filed on May 4, 2011, formatted in XBRL: (i) the Condensed Consolidated Statements of Income; (ii) the Condensed Consolidated Balance Sheets; (iii) the Condensed Consolidated Statements of Cash Flows; and (iv) the Notes to Condensed Consolidated Financial Statements furnished herewith. |