HARLEY DAVIDSON INC
Form 10-Q
August 04, 2011

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 June 26, 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)

Wisconsin	**39-1382325**
(State of organization)	**(I.R.S. Employer Identification No.)**
3700 West Juneau Avenue	
Milwaukee, Wisconsin	**53208**
(Address of principal executive offices)	**(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 x 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 x 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	x	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 x

Number of shares of the registrant s common stock outstanding at July 27, 2011: 236,411,743 shares

Harley-Davidson, Inc.

Form 10-Q

For The Quarter Ended June 26, 2011

Part I	**Financial Information**	3
Item 1.	Financial Statements	3
	Condensed Consolidated Statements of Operations	3
	Condensed Consolidated Balance Sheets	4
	Condensed Consolidated Statements of Cash Flows	5
	Notes to Condensed Consolidated Financial Statements	6
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	37
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	59
Item 4.	Controls and Procedures	59
Part II	**Other Information**	60
Item 1.	Legal Proceedings	60
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	60
Item 6.	Exhibits	60
Signatures		61

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		Six months ended	
	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Revenue:				
Motorcycles and related products	$ 1,339,744	$ 1,135,101	$ 2,402,788	$ 2,172,436
Financial services	165,853	173,705	327,739	343,542
Total revenue	1,505,597	1,308,806	2,730,527	2,515,978
Costs and expenses:				
Motorcycles and related products cost of goods sold	871,476	738,117	1,582,654	1,395,905
Financial services interest expense	56,991	69,121	115,026	150,324
Financial services provision for credit losses	(6,790)	9,262	(1,184)	41,068
Selling, administrative and engineering expense	268,424	243,429	502,539	478,779
Restructuring expense	13,594	30,125	36,593	78,361
Total costs and expenses	1,203,695	1,090,054	2,235,628	2,144,437
Operating income	301,902	218,752	494,899	371,541
Investment income	1,748	1,551	3,146	2,427
Interest expense	11,350	23,591	22,831	47,046
Income before provision for income taxes	292,300	196,712	475,214	326,922
Provision for income taxes	101,720	57,425	165,374	118,894
Income from continuing operations	190,580	139,287	309,840	208,028
Loss from discontinued operations, net of tax		(68,130)		(103,546)
Net income	$ 190,580	$ 71,157	$ 309,840	$ 104,482
Earnings per common share from continuing operations:				
Basic	$ 0.81	$ 0.60	$ 1.32	$ 0.89
Diluted	$ 0.81	$ 0.59	$ 1.31	$ 0.89
Loss per common share from discontinued operations:				
Basic	$	$ (0.29)	$	$ (0.44)
Diluted	$	$ (0.29)	$	$ (0.44)
Earnings per common share:				
Basic	$ 0.81	$ 0.30	$ 1.32	$ 0.45
Diluted	$ 0.81	$ 0.30	$ 1.31	$ 0.45
Cash dividends per common share	$ 0.125	$ 0.10	$ 0.225	$ 0.20

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

3

HARLEY-DAVIDSON, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	(Unaudited) June 26, 2011	December 31, 2010	(Unaudited) June 27, 2010
ASSETS			
Current assets:			
Cash and cash equivalents	$ 973,478	$ 1,021,933	$ 1,414,912
Marketable securities	244,555	140,118	86,518
Accounts receivable, net	265,663	262,382	248,620
Finance receivables held for investment, net	1,144,886	1,080,432	1,061,598
Restricted finance receivables held by variable interest entities, net	573,208	699,026	743,697
Inventories	337,472	326,446	296,920
Assets of discontinued operations			85,126
Restricted cash held by variable interest entities	244,060	288,887	344,595
Other current assets	217,656	247,402	304,015
Total current assets	4,000,978	4,066,626	4,586,001
Finance receivables held for investment, net	2,306,165	1,553,781	1,717,644
Restricted finance receivables held by variable interest entities, net	1,939,181	2,684,330	2,850,684
Property, plant and equipment, net	788,943	815,112	810,104
Goodwill	31,156	29,590	28,110
Other long-term assets	295,556	281,301	231,350
	$ 9,361,979	$ 9,430,740	$ 10,223,893
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities:			
Accounts payable	$ 277,395	$ 225,346	$ 241,719
Accrued liabilities	590,096	556,671	592,185
Liabilities of discontinued operations			61,501
Short-term debt	694,137	480,472	322,941
Current portion of long-term debt			341,452
Current portion of long-term debt held by variable interest entities	635,604	751,293	817,602
Total current liabilities	2,197,232	2,013,782	2,377,400
Long-term debt	2,893,462	2,516,650	2,825,334
Long-term debt held by variable interest entities	1,217,778	2,003,941	2,227,025
Pension liability	103,511	282,085	244,115
Postretirement healthcare liability	258,881	254,762	265,326
Other long-term liabilities	159,719	152,654	147,689
Commitments and contingencies (Note 17)			
Total shareholders equity	2,531,396	2,206,866	2,137,004
	$ 9,361,979	$ 9,430,740	$ 10,223,893

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

HARLEY-DAVIDSON, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six months ended	
	June 26, 2011	June 27, 2010
Net cash provided by operating activities of continuing operations (Note 3)	$ 472,962	$ 726,010
Cash flows from investing activities of continuing operations:		
Capital expenditures	(69,267)	(45,754)
Origination of finance receivables held for investment	(1,434,607)	(1,201,812)
Collections on finance receivables held for investment	1,416,610	1,364,188
Purchases of marketable securities	(142,653)	(60,670)
Sales and redemptions of marketable securities	39,966	13,526
Net cash provided by (used by) investing activities of continuing operations	(189,951)	69,478
Cash flows from financing activities of continuing operations:		
Proceeds from issuance of medium-term notes	447,076	
Repayments of securitization debt	(901,851)	(1,007,271)
Net increase in credit facilities and unsecured commercial paper	131,039	38,235
Net change in restricted cash	44,827	21,946
Dividends	(53,152)	(47,033)
Purchase of common stock for treasury	(5,678)	(1,191)
Excess tax benefits from share-based payments	3,476	3,400
Issuance of common stock under employee stock option plans	4,534	7,184
Net cash used by financing activities of continuing operations	(329,729)	(984,730)
Effect of exchange rate changes on cash and cash equivalents of continuing operations	(1,702)	(3,172)
Net decrease in cash and cash equivalents of continuing operations	(48,420)	(192,414)
Cash flows from discontinued operations:		
Cash flows from operating activities of discontinued operations	(35)	(22,010)
Effect of exchange rate changes on cash and cash equivalents of discontinued operations		(1,856)
	(35)	(23,866)
Net decrease in cash and cash equivalents	$ (48,455)	$ (216,280)
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	(48,455)	(216,280)
Less: Cash and cash equivalents of discontinued operations - end of period		(5,304)
Cash and cash equivalents - end of period	$ 973,478	$ 1,414,912

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

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 June 26, 2011 and June 27, 2010, the condensed consolidated statements of operations for the three and six month periods then ended and the condensed consolidated statements of cash flows for the six 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 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 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.

In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. ASU No. 2011-04 clarifies the application of existing guidance within ASC Topic 820, Fair Value Measurement to ensure consistency between U.S. GAAP and International Financial Reporting Standards (IFRS). ASU No. 2011-04 also requires new disclosures about purchases, sales, issuances, and settlements related to Level 3 measurements and also requires new disclosures around transfers into and out of Levels 1 and 2 in the fair value hierarchy. The Company is required to adopt ASU No. 2011-04 beginning in the first quarter of 2012 and is currently evaluating the impact the new disclosure requirements will have on its financial statements and notes.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income. ASU No. 2011-05 amends the guidance within ASC Topic 220, Comprehensive Income, to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. ASU No. 2011-05 requires that all nonowner changes in shareholders equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company is required to adopt ASU No. 2011-05 beginning in the first quarter of 2012 and the adoption of ASU No. 2011-05 will only impact the format of the current presentation.

3. Additional Balance Sheet and Cash Flow Information

Marketable Securities

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

	June 26, 2011	December 31, 2010	June 27, 2010
Available-for-sale:			
Corporate bonds	$ 194,556	$ 50,231	$ 86,518
U.S. Treasuries	49,999	89,887	
	$ 244,555	$ 140,118	$ 86,518

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 half of 2011 and 2010, the Company recognized gross unrealized gains of $1.7 million and losses of $0.8 million, respectively, or $1.1 million and $0.5 million net of taxes, respectively, to adjust amortized cost to fair value.

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):

	June 26, 2011	December 31, 2010	June 27, 2010
Components at the lower of FIFO cost or market			
Raw materials and work in process	$ 108,518	$ 100,082	$ 91,523
Motorcycle finished goods	147,787	158,425	144,671
Parts and accessories and general merchandise	115,202	101,975	96,163
Inventory at lower of FIFO cost or market	371,507	360,482	332,357
Excess of FIFO over LIFO cost	(34,035)	(34,036)	(35,437)
	$ 337,472	$ 326,446	$ 296,920

Operating Cash Flow

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

	Six months ended	
	June 26, 2011	June 27, 2010
Cash flows from operating activities:		
Net income	$ 309,840	$ 104,482
Loss from discontinued operations		(103,546)
Income from continuing operations	309,840	208,028
Adjustments to reconcile income from continuing operations to net cash (used by) provided by operating activities:		
Depreciation	89,543	136,600
Amortization of deferred loan origination costs	39,054	44,841
Amortization of financing origination fees	5,833	13,774
Provision for employee long-term benefits	34,456	45,506
Contributions to pension and postretirement plans	(205,498)	(22,151)
Stock compensation expense	20,537	13,935
Net change in wholesale finance receivables	11,909	100,956
Provision for credit losses	(1,184)	41,068
Pension and postretirement healthcare plan curtailment and settlement expense	236	1,558
Foreign currency adjustments	(2,813)	(14,429)
Other, net	27,226	30,093
Changes in current assets and liabilities:		
Accounts receivable, net	8,301	1,527
Finance receivables - accrued interest and other	5,553	7,742
Inventories	(530)	11,077
Accounts payable and accrued liabilities	133,838	134,389
Restructuring reserves	3,195	(25,391)
Derivative instruments	1,195	1,260
Other	(7,729)	(4,373)
Total adjustments	163,122	517,982
Net cash provided by operating activities of continuing operations	$ 472,962	$ 726,010

4. Discontinued Operations

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. As the effort to sell MV progressed into 2010, adverse factors led to 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 June 27, 2010	Six months ended June 27, 2010
Revenue	$ 22,029	$ 44,580
Loss before income taxes	$ (83,580)	$ (125,389)
Net loss	$ (68,130)	$ (103,546)
Loss per common share	$ (0.29)	$ (0.44)

Included in the first half 2010 operating loss was an impairment charge of $111.8 million, or $90.2 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 $32.3 million accounts receivable valuation allowance; $25.2 million inventory valuation; $26.9 million fixed asset impairment; $15.8 million intangible asset impairment; $2.6 million other asset valuation allowance; and $9.0 million of currency translation adjustment.

At June 27, 2010, assets of discontinued operations consisted of $4.1 million of accounts receivable, net; $3.5 million of inventories; and $77.5 million of other assets. At June 27, 2010, liabilities of discontinued operations consisted of $44.9 million of accounts payable and accrued liabilities and $16.6 million of other liabilities.

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.

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

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 six months of 2011, the Company recorded a $7.5 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 June 26, 2011 (in thousands):

	Motorcycles & Related Products		
	Employee Severance and Termination Costs	Other	Total
Restructuring expense	$ 7,177	$ 340	$ 7,517
Utilized - cash	(3,843)	(340)	(4,183)
Utilized - noncash	(236)		(236)
Balance June 26, 2011	$ 3,098	$	$ 3,098

For the six months ended June 26, 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 250 fewer full-time hourly unionized employees in its Milwaukee facilities when the contracts are implemented in 2012, than would be required under the existing contract. In Tomahawk, the Company expects to have about 75 fewer full-time hourly unionized employees when the contract is implemented, 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 $67 million in restructuring expenses related to the new contracts through 2012, of which approximately 42% are expected to be non-cash. On a cumulative basis, the Company has incurred $50.7 million of restructuring expense under the 2010 Restructuring Plan as of June 26, 2011, of which $6.3 million was incurred during the first half of 2011.

The following table summarizes the Company s 2010 Restructuring Plan reserve recorded in accrued liabilities as of June 26, 2011 (in thousands):

	Motorcycles & Related Products Employee Severance and Termination Costs
Balance December 31, 2010	$ 8,652
Restructuring expense	6,296
Utilized - cash	(732)
Balance June 26, 2011	$ 14,216

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 $408 million to $423 million from 2009 to 2012, of which approximately 30% are expected to be non-cash. On a cumulative basis, the Company has incurred $366.2 million of restructuring and impairment expense under the 2009 Restructuring Plan as of June 26, 2011, of which $22.8 million was incurred during the first six months of 2011. Approximately 2,500 employees have left the Company under the 2009 Restructuring Plan as of June 26, 2011.

The following tables summarize the Company s 2009 Restructuring Plan reserve recorded in accrued liabilities as of June 26, 2011 and June 27, 2010 (in thousands):

	Motorcycles & Related Products				Financial Services	
	Employee Severance and Termination Costs	Accelerated Depreciation	Other	Total	Employee Severance and Termination Costs	Consolidated Total
Balance December 31, 2009	$ 36,070	$	$ 31,422	$ 67,492	$ 219	$ 67,711
Restructuring expense	27,527	33,724	17,110	78,361		78,361
Utilized - cash	(32,304)		(35,688)	(67,992)	(44)	(68,036)
Utilized - noncash	1,023	(33,724)	(2,840)	(35,541)	(175)	(35,716)
Balance June 27, 2010	$ 32,316	$	$ 10,004	$ 42,320	$	$ 42,320

	Motorcycles & Related Products				Financial Services	
	Employee Severance and Termination Costs	Accelerated Depreciation	Other	Total	Employee Severance and Termination Costs	Consolidated Total
Balance December 31, 2010	$ 23,818	$	$ 2,764	$ 26,582	$	$ 26,582
Restructuring expense	3,504		19,276	22,780		22,780
Utilized - cash	(8,159)		(20,341)	(28,500)		(28,500)
Utilized - noncash			253	253		253
Balance June 26, 2011	$ 19,163	$	$ 1,952	$ 21,115	$	$ 21,115

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):

	June 26, 2011	December 31, 2010	June 27, 2010
Retail	$ 5,374,055	$ 5,377,161	$ 5,772,227
Wholesale	733,789	813,997	784,379
	6,107,844	6,191,158	6,556,606
Allowance for credit losses	(144,404)	(173,589)	(182,983)

	$ 5,963,440	$ 6,017,569	$ 6,373,623

At June 26, 2011, December 31, 2010 and June 27, 2010, the Company s Condensed Consolidated Balance Sheet included finance receivables, net of $2.51 billion, $3.38 billion and $3.59 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.

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 were as follows (in thousands):

	Three months ended June 26, 2011		
	Retail	Wholesale	Total
Balance, beginning of period	$ 141,704	$ 17,980	$ 159,684
Provision for finance credit losses	(2,596)	(4,194)	(6,790)
Charge-offs	(22,903)	(330)	(23,233)
Recoveries	14,743		14,743
Balance, end of period	$ 130,948	$ 13,456	$ 144,404

	Six months ended June 26, 2011		
	Retail	Wholesale	Total
Balance, beginning of period	$ 157,791	$ 15,798	$ 173,589
Provision for finance credit losses	843	(2,027)	(1,184)
Charge-offs	(58,094)	(330)	(58,424)
Recoveries	30,408	15	30,423
Balance, end of period	$ 130,948	$ 13,456	$ 144,404

Included in the $130.9 million retail allowance for credit losses on finance receivables is $62.1 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. HDFS 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 HDFS 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 HDFS internal risk rating system and collectively evaluated for impairment.

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 HDFS 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.

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 June 26, 2011 and December 31, 2010, is as follows (in thousands):

	June 26, 2011		
	Retail	Wholesale	Total
Allowance for credit losses:			
Individually evaluated for impairment	$	$ 3,031	$ 3,031
Collectively evaluated for impairment	130,948	10,425	141,373
Total allowance for credit losses	$ 130,948	$ 13,456	$ 144,404
Finance receivables:			
Individually evaluated for impairment	$	$ 4,676	$ 4,676
Collectively evaluated for impairment	5,374,055	729,113	6,103,168
Total finance receivables	$ 5,374,055	$ 733,789	$ 6,107,844

	December 31, 2010		
	Retail	Wholesale	Total
Allowance for credit losses:			
Individually evaluated for impairment	$	$ 3,566	$ 3,566
Collectively evaluated for impairment	157,791	12,232	170,023
Total allowance for credit losses	$ 157,791	$ 15,798	$ 173,589
Finance receivables:			
Individually evaluated for impairment	$	$ 5,423	$ 5,423
Collectively evaluated for impairment	5,377,161	808,574	6,185,735
Total finance receivables	$ 5,377,161	$ 813,997	$ 6,191,158

Additional information related to the wholesale finance receivables that are individually deemed to be impaired under ASC Topic 310, *Receivables,* at June 26, 2011 and December 31, 2010 includes (in thousands):

	June 26, 2011						
				Three months ended		Six months ended	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Wholesale:							
No related allowance recorded	$	$	$	$	$	$	$
Related allowance recorded	4,676	4,441	3,031	4,932		5,050	
Total impaired wholesale finance receivables	$ 4,676	$ 4,441	$ 3,031	$ 4,932	$	$ 5,050	$

	December 31, 2010		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
Wholesale:			
No related allowance recorded	$	$	$
Related allowance recorded	5,423	5,358	3,566
Total impaired wholesale finance receivables	$ 5,423	$ 5,358	$ 3,566

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 June 26, 2011 and December 31, 2010, all retail finance receivables were accounted for as interest-earning receivables, of which $18.7 million and $34.1 million, respectively, were 90 days or more past due.

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 June 26, 2011 and December 31, 2010, was $4.7 million and $5.4 million, respectively. At June 26, 2011 and December 31, 2010, $1.2 million and $1.6 million, respectively, of wholesale finance receivables were 90 days or more past due and accruing interest.

An analysis of the aging of past due finance receivables, which includes non-accrual status finance receivables, at June 26, 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	$ 5,205,300	$ 115,163	$ 34,860	$ 18,732	$ 168,755	$ 5,374,055
Wholesale	730,476	816	387	2,110	3,313	733,789
Total	$ 5,935,776	$ 115,979	$ 35,247	$ 20,842	$ 172,068	$ 6,107,844

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 June 26, 2011 was as follows (in thousands):

Prime	$ 4,313,863
Sub - prime	1,060,192
Total	$ 5,374,055

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.

The recorded investment of wholesale finance receivables, by internal credit quality indicator, at June 26, 2011 was as follows (in thousands):

Doubtful	$ 12,386
Substandard	21,088
Special Mention	12,887
Medium Risk	12,861
Low Risk	674,567
Total	$ 733,789

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 June 26, 2011, the assets of the consolidated term asset-backed securitization SPEs totaled $2.74 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 June 26, 2011, the SPEs held U.S. retail motorcycle finance receivables of $2.49 billion restricted as collateral for the payment of $1.85 billion of obligations under the secured notes. The SPEs also held $242.6 million of cash restricted for payment on the secured notes at June 26, 2011.

At June 27, 2010, the assets of the consolidated term asset-backed securitization SPEs totaled $3.91 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 June 27, 2010, the SPEs held U.S. retail motorcycle finance receivables of $3.56 billion restricted as collateral for the payment of $3.04 billion of obligations under the secured notes. The SPEs also held $342.3 million of cash restricted for payment on the secured notes at June 27, 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 provides for a total aggregate commitment of $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 June 26, 2011, the SPE had no borrowings outstanding under the conduit facility. The SPE held $19.3 million of finance receivables and $1.4 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 $21.0 million at June 26, 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 June 27, 2010, the SPE had no borrowings outstanding under the conduit facility. The SPE held $38.8 million of finance receivables and $2.4 million of cash collections restricted as collateral for the payment of fees associated with the unused portion of the then total aggregate commitment of $600.0 million. The assets of the SPE totaled $43.2 million at June 27, 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, accounts receivable, net, finance receivables, net, accounts payable, 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.

The following table summarizes the fair value and carrying value of the Company s financial instruments at June 26, 2011 and June 27, 2010 (in thousands):

	June 26, 2011		June 27, 2010	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Assets:				
Cash and cash equivalents	$ 973,478	$ 973,478	$ 1,414,912	$ 1,414,912
Marketable securities	$ 244,555	$ 244,555	$ 86,518	$ 86,518
Accounts receivable, net	$ 265,663	$ 265,663	$ 248,620	$ 248,620
Derivatives	$	$	$ 11,459	$ 11,459
Finance receivables, net	$ 6,052,156	$ 5,963,440	$ 6,403,639	$ 6,373,623
Restricted cash held by variable interest entities	$ 244,060	$ 244,060	$ 344,595	$ 344,595
Liabilities:				
Accounts payable and accrued liabilities	$ 867,491	$ 867,491	$ 833,904	$ 833,904
Derivatives	$ 14,933	$ 14,933	$ 9,860	$ 9,860
Unsecured commercial paper	$ 735,737	$ 735,737	$ 440,441	$ 440,441
Credit facilities	$ 201,112	$ 201,112	$ 348,817	$ 348,817
Medium-term notes	$ 2,555,926	$ 2,347,750	$ 2,118,054	$ 2,100,469
Senior unsecured notes	$ 391,051	$ 303,000	$ 801,362	$ 600,000
Term asset-backed securitization debt	$ 1,883,465	$ 1,853,382	$ 3,112,328	$ 3,044,627

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.

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 June 26, 2011 and June 27, 2010 (in thousands):

	Balance as of June 26, 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	$ 582,808	$ 582,808	$	$
Marketable securities	244,555	49,999	194,556	
Derivatives				
	$ 827,363	$ 632,807	$ 194,556	$
Liabilities:				
Derivatives	$ 14,933	$	$ 14,933	$

20

	Balance as of June 27, 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	$ 913,272	$ 913,272	$	$
Marketable securities	86,518		86,518	
Derivatives	11,459		11,459	
	$ 1,011,249	$ 913,272	$ 97,977	$
Liabilities:				
Derivatives	$ 9,860	$	$ 9,860	$

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. The derivative contracts related to these term asset-backed securitizations expired during 2011 and 2010, respectively. 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.

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	June 26, 2011 Notional Value	June 26, 2011 Asset Fair Value(a)	June 26, 2011 Liability Fair Value(b)	June 27, 2010 Notional Value	June 27, 2010 Asset Fair Value[a]	June 27, 2010 Liability Fair Value[b]
Foreign currency contracts[c]	$ 272,637	$	$ 9,691	$ 74,033	$ 6,912	$
Natural gas contracts[c]	2,915		86	2,209		138
Interest rate swaps - unsecured commercial paper[c]	117,500		5,156	155,000		9,656
Interest rate swaps - medium-term notes[d]				150,000	2,918	
Total	$ 393,052	$	$ 14,933	$ 381,242	$ 9,830	$ 9,794

Derivatives Not Designated As Hedging Instruments Under ASC Topic 815	June 26, 2011 Notional Value	June 26, 2011 Asset Fair Value[a]	June 26, 2011 Liability Fair Value[b]	June 27, 2010 Notional Value	June 27, 2010 Asset Fair Value[a]	June 27, 2010 Liability Fair Value[b]
Derivatives - securitization transactions	$	$	$	$ 135,836	$	$ 66
Derivatives - conduit facility				513,955	1,629	
	$	$	$	$ 649,791	$ 1,629	$ 66

(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):

	Amount of Gain/(Loss) Recognized in OCI			
	Three months ended		Six months ended	
Cash Flow Hedges	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Foreign currency contracts	$ (6,760)	$ 4,470	$ (16,921)	$ 13,871
Natural gas contracts	(227)	255	(264)	(649)
Interest rate swaps - unsecured commercial paper	(397)	(1,681)	(405)	(3,481)
Total	$ (7,384)	$ 3,044	$ (17,590)	$ 9,741

	Amount of Gain/(Loss) Reclassified from AOCI into Income				
	Three months ended		Six months ended		Expected to be Reclassified
Cash Flow Hedges	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010	Over the Next Twelve Months
Foreign currency contracts[a]	$ (14,781)	$ 3,320	$ (20,788)	$ 3,681	$ 7,404
Natural gas contracts[a]	(166)	(352)	(424)	(460)	86
Interest rate swaps - unsecured commercial paper[b]	(1,336)	(1,558)	(2,686)	(3,344)	4,343
Total	$ (16,283)	$ 1,410	$ (23,898)	$ (123)	$ 11,833

(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 and six months ended June 26, 2011 and June 27, 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.

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		Six months ended	
Fair Value Hedges	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Interest rate swaps - medium-term notes[a]	$	$ (1,798)	$	$ (3,154)

	Amount of Gain Recognized in Income on Hedged Debt			
	Three months ended		Six months ended	
Fair Value Hedges	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Interest rate swaps - medium-term notes[a]	$	$ 1,798	$	$ 3,154

(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 Gain/(Loss) Recognized in Income on Derivative			
	Three months ended		Six months ended	
Derivatives not Designated as Hedges	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Derivatives - securitization transactions[a]	$	$ 2	$	$ (7)
Derivatives - conduit facility[a]		(2,210)		(5,574)
	$	$ (2,208)	$	$ (5,581)

(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.

11. Comprehensive Income

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

	Three months ended			
	June 26, 2011		June 27, 2010	
Net income		$ 190,580		$ 71,157
Other comprehensive income, net of tax:				
Foreign currency translation adjustment		4,046		(21,413)
Derivative financial instruments:				
Unrealized net (losses) gains arising during period	(4,653)		1,907	
Less: net losses reclassified into net income	(10,266)	5,613	861	1,046
Marketable securities				
Unrealized gains (losses) on marketable securities	1,061	1,061	(26)	(26)
Pension and postretirement benefit plans:				
Amortization of actuarial loss	5,896		4,970	
Amortization of net prior service (credit) cost	(141)		317	
Pension and postretirement plan funded status adjustment				
Less: actuarial loss reclassified into net income due to settlement				
Less: prior service (cost) credit reclassified into net income due to net curtailment loss		5,755		5,287
		$ 207,055		$ 56,051

	Six months ended			
	June 26, 2011		June 27, 2010	
Net income		$ 309,840		$ 104,482
Other comprehensive income, net of tax:				
Foreign currency translation adjustment		17,998		(30,231)
Derivative financial instruments:				
Unrealized net (losses) gains arising during period	(11,079)		6,070	
Less: net losses reclassified into net income	(15,074)	3,995	(124)	6,194
Marketable securities				
Unrealized gains (losses) on marketable securities	1,102	1,102	(510)	(510)
Pension and postretirement benefit plans:				
Amortization of actuarial loss	12,864		9,939	
Amortization of net prior service (credit) cost	(860)		634	
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)	12,551	644	11,554
		$ 345,486		$ 91,489

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.

The Company s second quarter 2010 income tax expense was affected by the favorable conclusion of an Internal Revenue Service audit during the second quarter of 2010 and, in connection with the audit settlement, an adjustment to income taxes payable.

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.

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

	Three months ended		Six months ended	
	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Balance, beginning of period	$ 57,111	$ 70,204	$ 54,134	$ 68,044
Warranties issued during the period	12,335	7,454	23,560	17,357
Settlements made during the period	(12,570)	(14,808)	(22,866)	(28,073)
Recalls and changes to pre-existing warranty liabilities	(1,469)	(281)	579	5,241
Balance, end of period	$ 55,407	$ 62,569	$ 55,407	$ 62,569

The liability for safety recall campaigns was $2.9 million and $2.7 million as of June 26, 2011 and June 27, 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 June 26, 2011 and June 27, 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		Six months ended	
	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Numerator:				
Income from continuing operations used in computing basic and diluted earnings per share	$ 190,580	$ 139,287	$ 309,840	$ 208,028
Denominator:				
Denominator for basic earnings per share-weighted-average common shares	234,336	233,314	234,086	233,094
Effect of dilutive securities - employee stock compensation plan	1,832	1,539	1,958	1,399
Denominator for diluted earnings per share-adjusted weighted-average shares outstanding	236,168	234,853	236,044	234,493
Earnings per common share from continuing operations:				
Basic	$ 0.81	$ 0.60	$ 1.32	$ 0.89
Diluted	$ 0.81	$ 0.59	$ 1.31	$ 0.89

Outstanding options to purchase 4.1 million and 4.2 million shares of common stock for the three months ended June 26, 2011 and June 27, 2010, respectively, and 3.7 million and 4.3 million shares of common stock for the six months ended June 26, 2011 and June 27, 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.

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		Six months ended	
	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Pension and SERPA Benefits				
Service cost	$ 9,273	$ 10,393	$ 18,545	$ 20,786
Interest cost	20,147	19,457	40,294	38,914
Expected return on plan assets	(26,653)	(24,344)	(53,307)	(48,688)
Amortization of unrecognized:				
Prior service cost	745	1,133	1,489	2,266
Net loss	7,554	5,642	15,109	11,284
Curtailment loss			236	
Settlement loss				2,582
Net periodic benefit cost	$ 11,066	$ 12,281	$ 22,366	$ 27,144
Postretirement Healthcare Benefits				
Service cost	$ 1,907	$ 2,517	$ 3,814	$ 5,034
Interest cost	4,911	5,297	9,822	10,594
Expected return on plan assets	(2,346)	(2,445)	(4,692)	(4,890)
Amortization of unrecognized:				
Prior service credit	(969)	(629)	(1,938)	(1,258)
Net loss	1,798	2,251	3,596	4,502
Curtailment gain				(1,023)
Net periodic benefit cost	$ 5,301	$ 6,991	$ 10,602	$ 12,959

The 2011 Restructuring Plan action resulted in a pension plan curtailment loss of $0.2 million, which is included in restructuring expense for the six months ended June 26, 2011. The curtailment loss also resulted in a pension plan remeasurement during the first quarter of 2011 using a discount rate of 5.76% and a postretirement healthcare plan remeasurement using a discount rate of 5.30%. 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 half of 2010, the Company recorded restructuring expense of $78.4 million related to its 2009 Restructuring Plan, which included a postretirement healthcare plan curtailment gain of $1.0 million.

During the first half 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.

During the first half of 2011, the Company voluntarily 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		Six months ended	
	June 26, 2011	June 27, 2010	June 26, 2011	June 27, 2010
Motorcycles net revenue	$ 1,339,744	$ 1,135,101	$ 2,402,788	$ 2,172,436
Gross profit	468,268	396,984	820,134	776,531
Selling, administrative and engineering expense	234,827	208,952	438,632	414,156
Restructuring expense	13,594	30,125	36,593	78,361
Operating income from Motorcycles	219,847	157,907	344,909	284,014
Financial services income	165,853	173,705	327,739	343,542
Financial services expense	83,798	112,860	177,749	256,015
Operating income from Financial Services	82,055	60,845	149,990	87,527
Operating income	$ 301,902	$ 218,752	$ 494,899	$ 371,541

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) 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 $5.3 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.

	Three months ended June 26, 2011			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
Revenue:				
Motorcycles and related products	$ 1,342,803	$	$ (3,059)	$ 1,339,744
Financial services		166,518	(665)	165,853
Total revenue	1,342,803	166,518	(3,724)	1,505,597
Costs and expenses:				
Motorcycles and related products cost of goods sold	871,476			871,476
Financial services interest expense		56,991		56,991
Financial services provision for credit losses		(6,790)		(6,790)
Selling, administrative and engineering expense	235,492	36,656	(3,724)	268,424
Restructuring expense	13,594			13,594
Total costs and expenses	1,120,562	86,857	(3,724)	1,203,695
Operating income	222,241	79,661		301,902
Investment income	1,748			1,748
Interest expense	11,350			11,350
Income before provision for income taxes	212,639	79,661		292,300
Provision for income taxes	73,042	28,678		101,720
Income from continuing operations	139,597	50,983		190,580
Loss from discontinued operations, net of tax				
Net income	$ 139,597	$ 50,983	$	$ 190,580

	Six months ended June 26, 2011			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
Revenue:				
Motorcycles and related products	$ 2,408,293	$	$ (5,505)	$ 2,402,788
Financial services		328,270	(531)	327,739
Total revenue	2,408,293	328,270	(6,036)	2,730,527
Costs and expenses:				
Motorcycles and related products cost of goods sold	1,582,654			1,582,654
Financial services interest expense		115,026		115,026
Financial services provision for credit losses		(1,184)		(1,184)
Selling, administrative and engineering expense	439,163	69,412	(6,036)	502,539
Restructuring expense	36,593			36,593
Total costs and expenses	2,058,410	183,254	(6,036)	2,235,628
Operating income	349,883	145,016		494,899
Investment income	128,146		(125,000)	3,146
Interest expense	22,831			22,831
Income before provision for income taxes	455,198	145,016	(125,000)	475,214
Provision for income taxes	113,168	52,206		165,374

Income from continuing operations	342,030	92,810	(125,000)	309,840
Loss from discontinued operations, net of tax				
Net income	$ 342,030	$ 92,810	$ (125,000)	$ 309,840

	Three months ended June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
Revenue:				
Motorcycles and related products	$ 1,135,562	$	$ (461)	$ 1,135,101
Financial services		174,327	(622)	173,705
Total revenue	1,135,562	174,327	(1,083)	1,308,806
Costs and expenses:				
Motorcycles and related products cost of goods sold	738,117			738,117
Financial services interest expense		69,121		69,121
Financial services provision for credit losses		9,262		9,262
Selling, administrative and engineering expense	209,574	34,938	(1,083)	243,429
Restructuring expense	30,125			30,125
Total costs and expenses	977,816	113,321	(1,083)	1,090,054
Operating income	157,746	61,006		218,752
Investment income	1,551			1,551
Interest expense	23,591			23,591
Income before provision for income taxes	135,706	61,006		196,712
Provision for income taxes	35,463	21,962		57,425
Income from continuing operations	100,243	39,044		139,287
Loss from discontinued operations, net of tax	(68,130)			(68,130)
Net income	$ 32,113	$ 39,044	$	$ 71,157

	Six months ended June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
Revenue:				
Motorcycles and related products	$ 2,172,897	$	$ (461)	$ 2,172,436
Financial services		343,852	(310)	343,542
Total revenue	2,172,897	343,852	(771)	2,515,978
Costs and expenses:				
Motorcycles and related products cost of goods sold	1,395,905			1,395,905
Financial services interest expense		150,324		150,324
Financial services provision for credit losses		41,068		41,068
Selling, administrative and engineering expense	414,466	65,084	(771)	478,779
Restructuring expense	78,361			78,361
Total costs and expenses	1,888,732	256,476	(771)	2,144,437
Operating income	284,165	87,376		371,541
Investment income	2,427			2,427
Interest expense	47,046			47,046
Income before provision for income taxes	239,546	87,376		326,922

Provision for income taxes	87,438	31,456	118,894
Income from continuing operations	152,108	55,920	208,028
Loss from discontinued operations, net of tax	(103,546)		(103,546)
Net income	$ 48,562	$ 55,920 $	$ 104,482

	June 26, 2011			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
ASSETS				
Current assets:				
Cash and cash equivalents	$ 681,804	$ 291,674	$	$ 973,478
Marketable securities	244,555			244,555
Accounts receivable, net	710,791		(445,128)	265,663
Finance receivables held for investment, net		1,144,886		1,144,886
Restricted finance receivables held by variable interest entities, net		573,208		573,208
Inventories	337,472			337,472
Restricted cash held by variable interest entities		244,060		244,060
Other current assets	160,059	57,597		217,656
Total current assets	2,134,681	2,311,425	(445,128)	4,000,978
Finance receivables held for investment, net		2,306,165		2,306,165
Restricted finance receivables held by variable interest entities, net		1,939,181		1,939,181
Property, plant and equipment, net	758,828	30,115		788,943
Goodwill	31,156			31,156
Other long-term assets	339,666	26,711	(70,821)	295,556
	$ 3,264,331	$ 6,613,597	$ (515,949)	$ 9,361,979
LIABILITIES AND SHAREHOLDERS EQUITY				
Current liabilities:				
Accounts payable	$ 243,954	$ 478,569	$ (445,128)	$ 277,395
Accrued liabilities	522,533	70,880	(3,317)	590,096
Short-term debt		694,137		694,137
Current portion of long-term debt held by variable interest entities		635,604		635,604
Total current liabilities	766,487	1,879,190	(448,445)	2,197,232
Long-term debt	303,000	2,590,462		2,893,462
Long-term debt held by variable interest entities		1,217,778		1,217,778
Pension liability	103,511			103,511
Postretirement healthcare liability	258,881			258,881
Other long-term liabilities	146,286	13,433		159,719
Commitments and contingencies (Note 17)				
Total shareholders equity	1,686,166	912,734	(67,504)	2,531,396
	$ 3,264,331	$ 6,613,597	$ (515,949)	$ 9,361,979

	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

	June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
ASSETS				
Current assets:				
Cash and cash equivalents	$ 1,244,541	$ 170,371	$	$ 1,414,912
Marketable securities	86,518			86,518
Accounts receivable, net	519,272		(270,652)	248,620
Finance receivables held for investment, net		1,061,598		1,061,598
Restricted finance receivables held by variable interest entities, net		743,697		743,697
Inventories	296,920			296,920
Assets of discontinued operations	85,126			85,126
Restricted cash held by variable interest entities		344,595		344,595
Other current assets	206,588	97,427		304,015
Total current assets	2,438,965	2,417,688	(270,652)	4,586,001
Finance receivables held for investment, net		1,717,644		1,717,644
Restricted finance receivables held by variable interest entities, net		2,850,684		2,850,684
Property, plant and equipment, net	778,849	31,255		810,104
Goodwill	28,110			28,110
Other long-term assets	269,106	29,987	(67,743)	231,350
	$ 3,515,030	$ 7,047,258	$ (338,395)	$ 10,223,893
LIABILITIES AND SHAREHOLDERS EQUITY				
Current liabilities:				
Accounts payable	$ 206,400	$ 305,971	$ (270,652)	$ 241,719
Accrued liabilities	537,256	57,732	(2,803)	592,185
Liabilities of discontinued operations	61,501			61,501
Short-term debt		322,941		322,941
Current portion of long-term debt	138,537	202,915		341,452
Current portion of long-term debt held by variable interest entities		817,602		817,602
Total current liabilities	943,694	1,707,161	(273,455)	2,377,400
Long-term debt	600,000	2,225,334		2,825,334
Long-term debt held by variable interest entities		2,227,025		2,227,025
Pension liability	244,115			244,115
Postretirement healthcare liability	265,326			265,326
Other long-term liabilities	135,830	11,859		147,689
Commitments and contingencies (Note 17)				
Total shareholders equity	1,326,065	875,879	(64,940)	2,137,004
	$ 3,515,030	$ 7,047,258	$ (338,395)	$ 10,223,893

	Six months ended June 26, 2011			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	Consolidated
Cash flows from operating activities:				
Income from continuing operations	$ 342,030	$ 92,810	$ (125,000)	$ 309,840
Adjustments to reconcile income from continuing operations to cash provided by operating activities:				
Depreciation	86,375	3,168		89,543
Amortization of deferred loan origination costs		39,054		39,054
Amortization of financing origination fees	237	5,596		5,833
Provision for employee long-term benefits	33,018	1,438		34,456
Contributions to pension and postretirement plans	(205,498)			(205,498)
Stock compensation expense	19,176	1,361		20,537
Net change in wholesale finance receivables			11,909	11,909
Provision for credit losses		(1,184)		(1,184)
Pension and postretirement healthcare plan curtailment and settlement expense	236			236
Foreign currency adjustments	(2,813)			(2,813)
Other, net	5,337	21,889		27,226
Change in current assets and current liabilities:				
Accounts receivable	(44,899)		53,200	8,301
Finance receivables - accrued interest and other		5,553		5,553
Inventories	(530)			(530)
Accounts payable and accrued liabilities	79,110	60,426	(5,698)	133,838
Restructuring reserves	3,195			3,195
Derivative instruments	1,188	7		1,195
Other	(4,729)	44,575	(47,575)	(7,729)
Total adjustments	(30,597)	181,883	11,836	163,122
Net cash (used by) provided by operating activities of continuing operations	311,433	274,693	(113,164)	472,962
Cash flows from investing activities of continuing operations:				
Capital expenditures	(65,956)	(3,311)		(69,267)
Origination of finance receivables		(3,264,370)	1,829,763	(1,434,607)
Collections of finance receivables		3,258,282	(1,841,672)	1,416,610
Purchases of marketable securities	(142,653)			(142,653)
Sales and redemptions of marketable securities	39,966			39,966
Net cash (used by) provided by investing activities of continuing operations	(168,643)	(9,399)	(11,909)	(189,951)
Cash flows from financing activities of continuing operations:				
Proceeds from issuance of medium-term notes		447,076		447,076
Loan to HDFS	(200,000)	200,000		
Repayments of securitization debt		(901,851)		(901,851)
Net decrease in credit facilities and unsecured commercial paper		131,039		131,039
Net change in restricted cash		44,827		44,827
Dividends paid	(53,152)	(125,000)	125,000	(53,152)
Purchase of common stock for treasury	(5,678)			(5,678)
Excess tax benefits from share based payments	3,476			3,476
Issuance of common stock under employee stock option plans	4,534			4,534
Net cash used by financing activities of continuing operations	(250,820)	(203,909)	125,000	(329,729)
	(1,922)	147	73	(1,702)

Effect of exchange rate changes on cash and cash equivalents of continuing operations				
Net (decrease) increase in cash and cash equivalents of continuing operations	(109,952)	61,532		(48,420)
Cash flows from discontinued operations:				
Cash flows from operating activities of discontinued operations	(35)			(35)
Cash flows from investing activities of discontinued operations				
Effect of exchange rate changes on cash and cash equivalents of discontinued operations				
	(35)			(35)
Net (decrease) increase in cash and cash equivalents	$ (109,987)	$ 61,532	$	$ (48,455)
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	(109,987)	61,532		(48,455)
Less: Cash and cash equivalents of discontinued operations - end of period				
Cash and cash equivalents - end of period	$ 681,804	$ 291,674	$	$ 973,478

35

	Six months ended June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	Consolidated
Cash flows from operating activities:				
Net income	$ 48,562	$ 55,920	$	$ 104,482
Loss from discontinued operations	(103,546)			(103,546)
Income from continuing operations	152,108	55,920		208,028
Adjustments to reconcile income from continuing operations to cash provided by operating activities:				
Depreciation	133,208	3,392		136,600
Amortization of deferred loan origination costs		44,841		44,841
Amortization of financing origination fees	524	13,250		13,774
Provision for employee long-term benefits	44,770	736		45,506
Contributions to pension and postretirement plans	(22,151)			(22,151)
Stock compensation expense	12,811	1,124		13,935
Net change in wholesale finance receivables			100,956	100,956
Curtailment and settlement expense	1,558			1,558
Provsion for credit losses		41,068		41,068
Foreign currency adjustments	(14,429)			(14,429)
Other, net	13,075	17,018		30,093
Change in current assets and current liabilities:				
Accounts receivable	(181,564)		183,091	1,527
Finance receivables - accrued interest and other		7,742		7,742
Inventories	11,077			11,077
Accounts payable and accrued liabilities	174,937	142,573	(183,121)	134,389
Restructuring reserves	(25,172)	(219)		(25,391)
Derivative instruments	(3,269)	4,529		1,260
Other	(444)	(3,929)		(4,373)
Total adjustments	144,931	272,125	100,926	517,982
Net cash provided by operating activities of continuing operations	297,039	328,045	100,926	726,010
Cash flows from investing activities of continuing operations:				
Capital expenditures	(44,891)	(863)		(45,754)
Origination of finance receivables held for investment		(2,797,055)	1,595,243	(1,201,812)
Collections of finance receivables held for investment		3,060,387	(1,696,199)	1,364,188
Purchases of marketable securities	(60,670)			(60,670)
Sales and redemptions of marketable securities	13,526			13,526
Net cash (used by) provided by investing activities of continuing operations	(92,035)	262,469	(100,956)	69,478
Cash flows from financing activities of continuing operations:				
Repayments of securitization debt		(1,007,271)		(1,007,271)
Net decrease in credit facilities and unsecured commercial paper	(38,734)	76,969		38,235
Net change in restricted cash		21,946		21,946
Dividends paid	(47,033)			(47,033)
Purchase of common stock for treasury	(1,191)			(1,191)
Excess tax benefits from share based payments	3,400			3,400
Issuance of common stock under employee stock option plans	7,184			7,184

Net cash used by financing activities of continuing operations	(76,374)	(908,356)		(984,730)
Effect of exchange rate changes on cash and cash equivalents of continuing operations	(2,844)	(358)	30	(3,172)
Net increase (decrease) in cash and cash equivalents of continuing operations	125,786	(318,200)		(192,414)
Cash flows from discontinued operations:				
Cash flows from operating activities of discontinued operations	(22,010)			(22,010)
Cash flows from investing activities of discontinued operations				
Effect of exchange rate changes on cash and cash equivalents of discontinued operations	(1,856)			(1,856)
	(23,866)			(23,866)
Net increase (decrease) in cash and cash equivalents	$ 101,920	$ (318,200)	$	$ (216,280)
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	101,920	(318,200)		(216,280)
Less: Cash and cash equivalents of discontinued operations end of period	(5,304)			(5,304)
Cash and cash equivalents end of period	$ 1,244,541	$ 170,371	$	$ 1,414,912

36

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 income from continuing operations was $190.6 million, or $0.81 per share, for the second quarter of 2011 compared to $139.3 million, or $0.59 per share, in the second quarter of 2010. The increase in 2011 income from continuing operations was driven by strong financial performance in both the Motorcycles and the Financial Services segments. Operating income from the Motorcycles segment was up $61.9 million over last year s second quarter on higher wholesale shipments of Harley-Davidson motorcycles, which increased 7,769 units or 13.2% during the second quarter. Operating income from the Financial Services segment was also up over the year-ago quarter, increasing $21.2 million on continued credit performance improvement.

Worldwide retail sales by independent dealers of new Harley-Davidson motorcycles grew 5.6% in the second quarter of 2011, compared to last year s second quarter, led by strength in the U.S. where retail sales increased 7.5%. International retail sales were up 2.4% during the second quarter of 2011.

While the Company remains cautious about consumer confidence and the economy in general, it is pleased with the 2011 second-quarter results and its progress against its long-term business strategy as announced in 2009.

Please refer to the Results of Operations for the Three Months Ended June 26, 2011 and Results of Operations for the Six Months ended June 26, 2011 for additional details concerning the results.

Outlook[1]

On July 19, 2011, the Company raised its full-year shipment guidance and now expects to ship 228,000 to 235,000 Harley-Davidson motorcycles to dealers and distributors worldwide in 2011, compared to prior shipment guidance of 215,000 to 228,000 motorcycles. In the third quarter of 2011, the Company expects to ship 60,000 to 65,000 motorcycles.

The adjusted wholesale shipment outlook reflects the Company s improved year-to-date retail sales performance and its belief in its ability to maintain continuity of supply in the aftermath of the March 2011 earthquakes and tsunami in Japan. In April 2011, the Company had identified potential supply issues, related to a limited number of subcomponent parts sourced from Japan, which have since been minimized. The Company s revised shipment guidance also takes into consideration temporary capacity limitations at York given the major transformation underway at that facility, as well as, concern about the economic recovery, particularly in the U.S., and the fragile nature of the worldwide consumer.

Also on July 19, 2011, the Company announced that it now expects 2011 gross margin to be between 34.0% and 35.0% versus previous guidance of 33.5% to 35.0%. The revised gross margin guidance reflects the positive impact of mitigating the Japan supply issue as noted above. The gross margin expectation also considers the increased shipment guidance, 2012 model year price increases, the Company s expectations relating to the impact of executing Japan supply-related contingency plans, higher raw material costs and the temporary inefficiencies associated with the transformation at York.

The Company continues to expect full-year capital expenditures of between $210 million and $230 million, which now include $70 million to $85 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 July 19, 2011 that it expects the full year 2011 effective income tax rate to be approximately 35% for continuing operations. This guidance excludes the effect of potential nonrecurring adjustments such as changes in tax legislation or audit settlements which are recorded as discrete items in the period in which they are settled. The Company anticipates the settlement of an IRS audit in the second half of 2011 which may reduce the Company s income tax expense in 2011.

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 145 fewer full-time hourly unionized employees in its Kansas City facility than would be required under the existing contract. The new contract will be implemented in 2012.

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 250 fewer full-time hourly unionized employees in its Milwaukee-area facilities when the contracts are implemented in 2012, than would be required under the existing contract. In Tomahawk, the Company expects to have about 75 fewer full-time hourly unionized employees when the contract is implemented, than would be required under the current contract.

(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 (August 4, 2011), and the Company disclaims any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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, 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 first half of 2011, the Company incurred $36.6 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. On July 19, 2011, the Company lowered its estimate for restructuring expenses related to its combined restructuring plan activities to $490 million to $505 million from 2009 through 2012 and expects approximately 30% to be non-cash (including pension curtailment expense). The Company had previously estimated these expenses to be $510 million to $525 million over the same time period. This reduction includes lower 2011 estimated restructuring expenses partially offset by higher estimated expenses in 2012. The revised estimate for 2011 restructuring expenses is $80 million to $90 million, down from the previous estimate of $95 million to $105 million. The Company continues to anticipate annual ongoing total savings from restructuring of approximately $305 million to $325 million upon completion of all announced restructuring activities. The Company has realized or estimates that it will realize cumulative 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 second quarter of 2010, the Company incurred a $68.1 million loss from discontinued operations, net of taxes, which was comprised of operating losses and a fair value adjustment of $61.5 million, net of taxes.

Results of Operations for the Three Months Ended June 26, 2011

Compared to the Three Months Ended June 27, 2010

Consolidated Results

	Three months ended			
(in thousands, except earnings per share)	June 26, 2011	June 27, 2010	(Decrease) Increase	% Change
Operating income from motorcycles & related products	$ 219,847	$ 157,907	$ 61,940	39.2%
Operating income from financial services	82,055	60,845	21,210	34.9
Operating income	301,902	218,752	83,150	38.0
Investment income	1,748	1,551	197	12.7
Interest expense	11,350	23,591	(12,241)	(51.9)
Income before income taxes	292,300	196,712	95,588	48.6
Provision for income taxes	101,720	57,425	44,295	77.1
Income from continuing operations	190,580	139,287	51,293	36.8
Loss from discontinued operations, net of income taxes		(68,130)	68,130	N/M
Net income	$ 190,580	$ 71,157	$ 119,423	167.8%
Diluted earnings per share from continuing operations	$ 0.81	$ 0.59	$ 0.22	37.3%
Diluted loss per share from discontinued operations	$	$ (0.29)	$ 0.29	N/M
Diluted earnings per share	$ 0.81	$ 0.30	$ 0.51	170.0%

Operating income for the Motorcycles segment during the second quarter of 2011 improved by $61.9 million compared to second quarter 2010 primarily due to increased motorcycle shipments, partially offset by increased expense related to the Company s growth initiatives. Operating income for the Financial Services segment improved by $21.2 million during the second quarter of 2011 due to favorable net interest income and improved credit performance in the retail motorcycle loan portfolio. 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 second quarter of 2011 includes $11.4 million related to the Company s senior unsecured notes, compared to $22.5 million in the second 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 second quarter of 2011 was 34.8% compared to 29.2% for the second quarter of 2010. The increase in the effective tax rate from the second quarter of 2010 was due to the non-recurrence of a favorable conclusion of an Internal Revenue Service audit in the second quarter of 2010 and, in connection with the audit settlement, an adjustment to income taxes payable.

Motorcycles & Related Products Segment

Harley-Davidson Motorcycle Worldwide Retail Sales

Worldwide independent dealer retail sales of Harley-Davidson motorcycles increased 5.6% during the second quarter of 2011 compared to the second quarter of 2010. Retail sales of Harley-Davidson motorcycles increased 7.5% in the United States and 2.4% internationally in the quarter. On an industry-wide basis, the heavyweight (651+cc) portion of the market was up 4.2% in the United States for the three months ended June 30, 2011 when compared to the same period 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			
	June 30, 2011	June 30, 2010	(Decrease) Increase	% Change
North America Region				
United States	53,599	49,841	3,758	7.5%
Canada	4,793	4,897	(104)	(2.1)
Total North America Region	58,392	54,738	3,654	6.7
Europe Region (Includes Middle East and Africa)				
Europe[(b)]	16,106	15,909	197	1.2
Other	1,458	1,207	251	20.8
Total Europe Region	17,564	17,116	448	2.6
Asia Pacific Region				
Japan	3,128	3,237	(109)	(3.4)
Other	2,696	2,222	474	21.3
Total Asia Pacific Region	5,824	5,459	365	6.7
Latin America Region	1,616	1,633	(17)	(1.0)
Total Worldwide Retail Sales	83,396	78,946	4,450	5.6%

(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.

Motorcycle Unit Shipments

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

	Three months ended					
	June 26, 2011		June 27, 2010		(Decrease) Increase	% Change
United States	42,623	63.8%	33,957	57.5%	8,666	25.5%
International	24,192	36.2%	25,089	42.5%	(897)	(3.6)
Harley - Davidson motorcycle units	66,815	100.0%	59,046	100.0%	7,769	13.2%
Touring motorcycle units	25,557	38.3%	20,486	34.7%	5,071	24.8%
Custom motorcycle units[a]	25,218	37.7%	24,170	40.9%	1,048	4.3
Sportster motorcycle units	16,040	24.0%	14,390	24.4%	1,650	11.5
Harley - Davidson motorcycle units	66,815	100.0%	59,046	100.0%	7,769	13.2%
Buell motorcycle units	197		620		(423)	(68.2%)

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

The Company shipped 66,815 Harley-Davidson motorcycles worldwide during the second quarter of 2011, which was 13.2% higher than the second quarter of 2010 and in line with Company expectations. U.S. dealer inventory of new Harley-Davidson motorcycle units was approximately 3,500 lower than at the end of the second quarter of 2010. The Company believes aggregate U.S. dealer inventory is below an appropriate ongoing level and it will continue to work toward replenishing dealer inventory levels of new motorcycles[1]. The Company announced on July 19, 2011 that it anticipates shipping between 60,000 to 65,000 Harley-Davidson motorcycle units in the third quarter of 2011.[1]

Segment Results

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

	Three months ended			
	June 26, 2011	June 27, 2010	Increase (Decrease)	% Change
Revenue:				
Harley - Davidson motorcycles	$ 1,005,729	$ 831,631	$ 174,098	20.9%
Buell motorcycles	864	116	748	644.8
	1,006,593	831,747	174,846	21.0
Parts & Accessories	255,378	231,784	23,594	10.2
General Merchandise	72,910	67,360	5,550	8.2
Other	4,863	4,210	653	15.5
Total revenue	1,339,744	1,135,101	204,643	18.0
Cost of goods sold	871,476	738,117	133,359	18.1
Gross profit	468,268	396,984	71,284	18.0
Selling & administrative expense	198,782	179,445	19,337	10.8
Engineering expense	36,045	29,507	6,538	22.2
Restructuring expense	13,594	30,125	(16,531)	(54.9)
Operating expense	248,421	239,077	9,344	3.9
Operating income from motorcycles	$ 219,847	$ 157,907	$ 61,940	39.2%

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 second quarter of 2010 to the second quarter of 2011 (in millions):

	Net Revenue	Cost of Goods Sold	Gross Profit
June 27, 2010	$ 1,135.1	$ 738.1	$ 397.0
Volume	137.3	79.0	58.3
Foreign currency exchange rates and hedging	45.2	41.3	3.9
Product mix	22.2	11.2	11.0
Raw material prices		9.1	(9.1)
Manufacturing costs		(7.2)	7.2
Total	204.7	133.4	71.3
June 26, 2011	$ 1,339.8	$ 871.5	$ 468.3

Foreign currency exchange rates during the second 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 also favorable when compared to the same period last year resulting in an overall favorable impact on gross profit.

Product mix benefited net revenue and gross profit primarily from product mix changes within and between the Company s motorcycle families. Product mix shifted slightly from Custom to Touring motorcycles, largely due to the York restructuring which shut down the Softail production line in the second quarter in preparation for the consolidated production of all models built in York onto one line. Sportster represented approximately 24% percent of total shipments, which was in line with product mix in the second quarter of 2010. The Company expects that Sportster as a percent of total shipments will be within the historical range of 18 to 22 percent for the full year[(1)].

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

Manufacturing costs were favorably impacted by savings related to restructuring and incremental margin on higher volumes, partially offset by temporary 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 increase in operating expense was primarily due to increased spending on international growth initiatives, unfavorable currency exchange rates and investment in new product development, partially offset by lower restructuring expenses. 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			
	June 26, 2011	June 27, 2010	(Decrease) Increase	% Change
Interest income	$ 150,540	$ 160,045	$ (9,505)	(5.9%)
Other income	15,313	13,660	1,653	12.1
Financial services revenue	165,853	173,705	(7,852)	(4.5)
Interest expense	56,991	69,121	(12,130)	(17.5)
Provision for credit losses	(6,790)	9,262	(16,052)	(173.3)
Operating expenses	33,597	34,477	(880)	(2.6)
Financial services expense	83,798	112,860	(29,062)	(25.8)
Operating income from financial services	$ 82,055	$ 60,845	$ 21,210	34.9%

Interest income for the three months ended June 26, 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.

The provision for credit losses related to retail motorcycle finance receivables and wholesale finance receivables decreased by $17.1 million and $0.6 million, respectively, in the second quarter of 2011 compared to the second quarter of 2010. The decrease in the retail provision for credit losses was due primarily to favorable retail receivable credit loss performance. During the second quarter of 2011, the total allowance for credit losses decreased by $15.3 million from the first quarter to $144.4 million reflective of lower anticipated credit losses and lower receivable balances. Although the decrease in retail provision for credit losses benefited income in 2011, the Company cannot assume a similar financial benefit will occur in 2012[1].

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

	Three months ended	
	June 26, 2011	June 27, 2010
Balance, beginning of period[a]	$ 159,684	$ 192,100
Provision for finance credit losses	(6,790)	9,261
Charge-offs, net of recoveries	(8,490)	(18,378)
Balance, end of period	$ 144,404	$ 182,983

(a) As part of the January 1, 2010, adoption of Statement of Financials Accounting Stardard (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB No. 140. (codified within ASC Topic 860), and SFAS No. 167, Amendments to FASB Interpretation No. 46(R). (codified in ASC Topic 810), the Company recorded a $49.4 million allowance for credit losses related to newly consolidated finance receivables.

At June 26, 2011, the allowance for finance credit losses on finance receivables was $13.5 million for wholesale receivables and $130.9 million for retail receivables, which includes $62.1 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 June 27, 2010, the allowance for finance credit losses on finance receivables was $12.5 million for wholesale receivables and $170.5 million for retail receivables, which includes $107.4 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.

Results of Operations for the Six Months Ended June 26, 2011

Compared to the Six Months Ended June 27, 2010

Consolidated Results

	Six months ended			
(in thousands, except earnings per share)	June 26, 2011	June 27, 2010	(Decrease) Increase	% Change
Operating income from motorcycles & related products	$ 344,909	$ 284,014	$ 60,895	21.4%
Operating income from financial services	149,990	87,527	62,463	71.4
Operating income	494,899	371,541	123,358	33.2
Investment income	3,146	2,427	719	29.6
Interest expense	22,831	47,046	(24,215)	(51.5)
Income before income taxes	475,214	326,922	148,292	45.4
Provision for income taxes	165,374	118,894	46,480	39.1
Income from continuing operations	309,840	208,028	101,812	48.9
Loss from discontinued operations, net of income taxes		(103,546)	103,546	N/M
Net income	$ 309,840	$ 104,482	$ 205,358	196.5%
Diluted earnings per share from continuing operations	$ 1.31	$ 0.89	$ 0.42	47.2%
Diluted loss per share from discontinued operations	$	$ (0.44)	$ 0.44	N/M
Diluted earnings per share	$ 1.31	$ 0.45	$ 0.86	191.1%

Operating income for the Motorcycles segment during the first half of 2011 improved by $60.9 million compared to the first half of 2010 primarily due to increased motorcycle shipments and lower restructuring costs, partially offset by increased expense related to the Company s growth initiatives. Operating income for the Financial Services segment improved by $62.5 million during the first half of 2011 due to favorable net interest income and improved credit performance in the retail motorcycle loan portfolio. 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 half of 2011 includes $22.7 million related to the Company s senior unsecured notes, compared to $45.0 million in the first half 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 half of 2011 was 34.8% compared to 36.4% for the first half 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 income tax rate for the first half of 2010. Also impacting the effective income tax rate for the first half of 2010 was the favorable conclusion of an Internal Revenue Service audit in the second quarter of 2010 and, in connection with the audit settlement, an adjustment to income taxes payable.

Motorcycles & Related Products Segment

Harley-Davidson Motorcycle Worldwide Retail Sales

Worldwide independent dealer retail sales of Harley-Davidson motorcycles increased 4.8% during the first half of 2011 compared to the first half of 2010. Retail sales of Harley-Davidson motorcycles increased 4.4% in the United States and 5.6% internationally in the first half of 2011. On an industry-wide basis, the heavyweight (651+cc) portion of the market was up 3.8% in the United States and down 0.3% in Europe for the six months ended June 30, 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)

	Six months ended			
	June 30, 2011	June 30, 2010	(Decrease) Increase	% Change
North America Region				
United States	85,290	81,686	3,604	4.4%
Canada	6,830	6,792	38	N/M
Total North America Region	92,120	88,478	3,642	4.1
Europe Region (Includes Middle East and Africa)				
Europe[(b)]	25,273	23,467	1,806	7.7
Other	2,704	2,138	566	26.5
Total Europe Region	27,977	25,605	2,372	9.3
Asia Pacific Region				
Japan	4,959	5,255	(296)	(5.6)
Other	5,125	4,638	487	10.5
Total Asia Pacific Region	10,084	9,893	191	1.9
Latin America Region	2,810	2,895	(85)	(2.9)
Total Worldwide Retail Sales	132,991	126,871	6,120	4.8%

(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.

The following table includes industry retail motorcycle registration data:

Heavyweight Motorcycle Registration Data[a]

	Six months ended			
	June 30, 2011	June 30, 2010	Increase	% Change
United States[b]	157,602	151,865	5,737	3.8%

	Six months ended			
	June 30, 2011	June 30, 2010	Decrease	% Change
Europe[c]	197,344	197,934	(590)	0.3%

(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 Association des Constructeurs Europeens de Motocycles (ACEM), 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:

	Six months ended					
	June 26, 2011		June 27, 2010		(Decrease) Increase	% Change
United States	77,489	64.2%	69,625	61.8%	7,864	11.3%
International	43,153	35.8%	43,095	38.2%	58	0.1
Harley-Davidson motorcycle units	120,642	100.0%	112,720	100.0%	7,922	7.0%
Touring motorcycle units	48,053	39.9%	43,371	38.5%	4,682	10.8%
Custom motorcycle units[a]	45,888	38.0%	46,742	41.5%	(854)	(1.8)
Sportster motorcycle units	26,701	22.1%	22,607	20.1%	4,094	18.1
Harley-Davidson motorcycle units	120,642	100.0%	112,720	100.0%	7,922	7.0%
Buell motorcycle units	220		2,394		(2,174)	(90.8%)

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

The Company shipped 120,642 Harley-Davidson motorcycles worldwide during the first half of 2011, which was 7.0% higher than the first half of 2010. This is in line with Company expectations and resulted in lower U.S. dealer inventory at the end of the first half of 2011 compared to the end of the first half of 2010.

Segment Results

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

	Six months ended			
	June 26, 2011	June 27, 2010	Increase (Decrease)	% Change
Revenue:				
Harley-Davidson motorcycles	$ 1,839,117	$ 1,640,437	$ 198,680	12.1%
Buell motorcycles	977	10,906	(9,929)	(91.0)
	1,840,094	1,651,343	188,751	11.4
Parts & Accessories	419,711	380,870	38,841	10.2
General Merchandise	135,476	133,615	1,861	1.4
Other	7,507	6,608	899	13.6
Total revenue	2,402,788	2,172,436	230,352	10.6
Cost of goods sold	1,582,654	1,395,905	186,749	13.4
Gross profit	820,134	776,531	43,603	5.6
Selling & administrative expense	372,036	354,540	17,496	4.9
Engineering expense	66,596	59,616	6,980	11.7
Restructuring expense	36,593	78,361	(41,768)	(53.3)
Operating expense	475,225	492,517	(17,292)	(3.5)
Operating income from motorcycles	$ 344,909	$ 284,014	$ 60,895	21.4%

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 half of 2010 to the first half of 2011 (in millions):

	Net Revenue	Cost of Goods Sold	Gross Profit
June 27, 2010	$ 2,172.4	$ 1,395.9	$ 776.5
Volume	138.0	79.6	58.4
Foreign currency exchange rates and hedging	55.1	57.2	(2.1)
Product mix	37.3	21.0	16.3
Raw material prices		14.8	(14.8)
Manufacturing costs		14.2	(14.2)
Total	230.4	186.8	43.6
June 26, 2011	$ 2,402.8	$ 1,582.7	$ 820.1

Foreign currency exchange rates during the first half 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.

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

Raw material prices were higher in the first half of 2011 relative to the first half 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. These costs were partially offset by savings related to restructuring and incremental margin on higher volumes. 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 increase in operating expense was primarily due to increased spending on our international businesses, unfavorable currency exchange rates and investment in new product development. These increases were more than offset by lower restructuring expenses. 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):

	Six months ended			
	June 26, 2011	June 27, 2010	(Decrease) Increase	% Change
Interest income	$ 299,965	$ 320,057	$ (20,092)	(6.3%)
Other income	27,774	23,485	4,289	18.3
Financial services revenue	327,739	343,542	(15,803)	(4.6)
Interest expense	115,026	150,324	(35,298)	(23.5)
Provision for credit losses	(1,184)	41,068	(42,252)	(102.9)
Operating expenses	63,907	64,623	(716)	(1.1)
Financial services expense	177,749	256,015	(78,266)	(30.6)
Operating income from financial services	$ 149,990	$ 87,527	$ 62,463	71.4%

Interest income for the six months ended June 26, 2011 decreased primarily due to lower average retail and wholesale finance receivables outstanding. Interest expense benefited from 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 half of 2011 compared to the same period in 2010 primarily due to a $5.6 million hedging loss recognized in the first six months of 2010. During the first half 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.

The provision for credit losses related to retail motorcycle finance receivables and wholesale finance receivables decreased by $45.8 million and increased by $1.1 million, respectively, in the first half of 2011 compared to the same period in 2010. During the first half of 2011, the total allowance for credit losses decreased by $29.2 million to $144.4 million reflective of lower anticipated credit losses.

Annualized losses on HDFS managed retail motorcycle loans were 1.06% during the first half of 2011 compared to 2.04% during the first half of 2010. The 30-day delinquency rate for managed retail motorcycle loans at June 26, 2011 decreased to 3.53% from 4.50% at June 27, 2010. The decrease in credit losses from the first half of 2010 was due to a lower frequency of loss and improvement in the recovery values of repossessed motorcycles.

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

	Six months ended	
	June 26, 2011	June 27, 2010
Balance, beginning of period	$ 173,589	$ 150,082
Allowance related to newly consolidated finance receivables[a]		49,424
Provision for finance credit losses	(1,184)	41,068
Charge-offs, net of recoveries	(28,001)	(57,591)
Balance, end of period	$ 144,404	$ 182,983

(a) As part of the January 1, 2010, adoption of Statement of Financials Accounting Stardard (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB No. 140. (codified within ASC Topic 860), and SFAS No. 167, Amendments to FASB Interpretation No. 46(R). (codified in ASC Topic 810), the Company recorded a $49.4 million allowance for credit losses related to newly consolidated finance receivables.

At June 26, 2011, the allowance for finance credit losses on finance receivables was $13.5 million for wholesale receivables and $130.9 million for retail receivables, which includes $62.1 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 June 27, 2010, the allowance for finance credit losses on finance receivables was $12.5 million for wholesale receivables and $170.5 million for retail receivables, which includes $107.4 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.

In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. ASU No. 2011-04 clarifies the application of existing guidance within ASC Topic 820, Fair Value Measurement to ensure consistency between U.S. GAAP and IFRS. ASU No. 2011-04 also requires new disclosures about purchases, sales, issuances, and settlements related to Level 3 measurements and also requires new disclosures around transfers into and out of Levels 1 and 2 in the fair value hierarchy. The Company is required to adopt ASU No. 2011-04 beginning in the first quarter of 2012 and is currently evaluating the impact the new disclosure requirements will have on its financial statements and notes.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income. ASU No. 2011-05 amends the guidance within ASC Topic 220, Comprehensive Income to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. ASU No. 2011-05 requires that all nonowner changes in shareholders equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company is required to adopt ASU No. 2011-05 beginning in the first quarter of 2012 and the adoption of ASU No. 2011-05 will only impact the format of the current presentation.

Contractual Obligations

The Company has updated its Contractual Obligations table as of June 26, 2011 to reflect the new projected principal and interest payments for the remainder of 2011 and beyond as follows (in thousands):

	2011	2012 - 2013	2014 - 2015	Thereafter	Total
Principal payments on debt	$ 1,031,491	$ 1,909,552	$ 1,024,018	$ 1,475,920	$ 5,440,981
Interest payments on debt	122,434	396,596	218,191	170,931	908,152
	$ 1,153,925	$ 2,306,148	$ 1,242,209	$ 1,646,851	$ 6,349,133

Interest obligations include the impact of interest rate hedges outstanding as of June 26, 2011. Interest for floating rate instruments, as calculated above, assumes rates in effect at June 26, 2011 remain constant.

There have been no other material changes to the Company s summary of expected payments for significant contractual obligations under the caption Contractual Obligations in Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations of the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

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.

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 $5.3 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.

Liquidity and Capital Resources as of June 26, 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 June 26, 2011 (in thousands):

Cash and cash equivalents	$ 973,478
Marketable securities	244,555
Total cash and cash equivalents and marketable securities	1,218,033
Global credit facilities	413,151
Asset-backed conduit facility[a]	600,000
Total availability under credit facilities	1,013,151
Total	$ 2,231,184

(a) The conduit facility is set to expire in September 2011. The Company anticipates that it will renew this facility prior to expiration[1].
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):

	Six months ended	
	June 26, 2011	June 27, 2010
Net cash provided by operating activities	$ 472,962	$ 726,010
Net cash (used by) provided by investing activities	(189,951)	69,478
Net cash used by financing activities	(329,729)	(984,730)
Effect of exchange rate changes on cash and cash equivalents	(1,702)	(3,172)
Net decrease in cash and cash equivalents of continuing operations	$ (48,420)	$ (192,414)

Operating Activities of Continuing Operations

The decrease in operating cash flow for the first six months of 2011 compared to the first six months of 2010 was due primarily to a $200.0 million voluntary contribution to the Company s pension plans and higher cash outflows related to an increase in wholesale finance receivables originations in 2011. 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.

Investing Activities of Continuing Operations

The Company s investing activities consist primarily of capital expenditures, net changes in retail finance receivables and short-term investment activity. Capital expenditures were $69.3 million in the first six months of 2011 compared to $45.8 million in the same period last year. Net cash flows from finance receivables held for investment for the first six months of 2011 were $180.4 million lower than in the same period last year as a result of an increase in retail motorcycle loan originations during 2011. A net increase in marketable securities during the first six months of 2011 resulted in lower investing cash flows of approximately $56 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 six months 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 June 26, 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 $0.225 and $0.20 per share totaling $53.2 million and $47.0 million during the first six months of 2011 and 2010, respectively.

Financing cash flows related to debt activity resulted in net cash outflows of $323.7 million in the first six months of 2011 compared to $969.0 million in the first six months 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 June 26, 2011 and June 27, 2010 (in thousands):

	June 26, 2011	June 27, 2010
Global credit facilities	$ 201,112	$ 348,817
Unsecured commercial paper	735,737	440,441
Medium-term notes	2,347,750	2,100,469
Senior unsecured notes	303,000	600,000
	3,587,599	3,489,727
Term asset-backed securitization debt held by VIEs	1,853,382	3,044,627
Total debt	$ 5,440,981	$ 6,534,354

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 June 26, 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 June 26, 2011 supported by the Global Credit Facilities discussed above. 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 June 26, 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 June 27, 2010, HDFS had $200.0 million of 5.00% medium-term notes outstanding. At June 27, 2010, those notes included a fair value adjustment increasing the balance by $2.9 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 $2.3 million and $2.4 million at June 26, 2011 and June 27, 2010 respectively.

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 June 26, 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 June 26, 2011, the conduit facility expires on September 9, 2011. The Company anticipates that it will renew this facility prior to expiration [1].

Term Asset-Backed Securitization Debt Held by VIEs 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 June 26, 2011, the assets of the VIEs totaled $2.74 billion, of which $2.49 billion of finance receivables and $242.6 million of cash were restricted as collateral for the payment of $1.85 billion of obligations under the secured notes. Approximately $635.6 million of the obligations under the secured notes were classified as current at June 26, 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 June 26, 2011 and June 27, 2010, HDFS had no outstanding borrowings owed to the Company under this agreement.

During the second quarter of 2011, HDFS and the Company entered into a $200.0 million Term Loan Agreement which provides for monthly interest payments based on the prevailing commercial paper rates and principal due at maturity. The Term Loan Agreement matures October 2011 or upon earlier demand by the Company. At June 26, 2011, the balance under the Term Loan Agreement was $200 million. The Term Loan balance and related interest is eliminated in the Company s consolidated financial statements.

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.

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. In addition, the Company must maintain a minimum interest coverage ratio of at least 2.25 to 1.0 for each fiscal quarter ended June 26, 2011 through June 30, 2013 and 2.5 to 1.0 for each fiscal quarter thereafter. No financial covenants are required under the remaining debt agreements.

At June 26, 2011, HDFS and the Company remained in compliance with all of the then existing covenants.

Cash Flows from Discontinued Operations

During the six months ended June 26, 2011, cash flows from discontinued operations were not material. During the six months ended June 27, 2010, cash flows from discontinued operations were a net cash outflow of $23.9 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) execute its business strategy;

(ii) effectively execute the Company s restructuring plans within expected costs and timing;

(iii) implement and manage enterprise-wide information technology solutions, including solutions at its manufacturing facilities, and secure data contained in those systems;

(iv) anticipate the level of consumer confidence in the economy;

(v) continue to realize production efficiencies at its production facilities and manage operating costs including materials, labor and overhead;

(vi) 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;

(vii) 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;

(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;

(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 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.

Changes in Internal Controls

There was no change in the Company s internal control over financial reporting during the quarter ended June 26, 2011 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II OTHER INFORMATION

Item 1 Legal Proceedings

The information required under this Item 1 of Part II is contained in Item 1 of Part 1 of the Quarterly Report on Form 10-Q in Note 17 of the Notes to Condensed Consolidated Financial Statements, and such information is incorporated herein by reference in this Item 1 of Part II.

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 June 26, 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
March 28 to May 1	1,364	$ 42		24,754,023
May 2 to May 29	20,221	$ 38		24,774,175
May 30 to June 26	20,199	$ 37		24,777,755
Total	41,784	$ 38		

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 June 26, 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 June 26, 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 second quarter of 2011, the Company acquired 41,784 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 62 of this report.

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: August 4, 2011	/s/ John A. Olin John A. Olin
	Senior Vice President and
	Chief Financial Officer
	(Principal financial officer)
Date: August 4, 2011	/s/ Mark R. Kornetzke Mark R. Kornetzke
	Chief Accounting Officer
	(Principal accounting officer)

Harley-Davidson, Inc.

Exhibit Index to Form 10-Q

Exhibit No.	Description
3.1	Composite of Restated Articles of Incorporation of Harley-Davidson, Inc. as amended through May 3, 2011
4.1	Amendment No. 1, dated as of April 28, 2011, among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as global administrative agent, to 3-Year Credit Agreement dated as of April 29, 2010 among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as global administrative agent and global swing line lender (incorporated herein by reference to Exhibit 4.2 to the Registrant s Current Report on Form 8-K dated April 28, 2011 (File No. 1-9183))
4.2	4-Year Credit Agreement dated as of April 28, 2011 among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as global administrative agent (incorporated herein by reference to Exhibit 4.3 to the Registrant s Current Report on Form 8-K dated April 28, 2011 (File No. 1-9183))
10.1*	Director Compensation Policy effective April 30, 2011
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 June 26, 2011, filed on August 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.

* Represents a management contract or compensatory plan, contract or arrangement in which a director or named executive officer of the Company participated