

HARLEY DAVIDSON INC  
Form 10-Q  
August 05, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D. C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 27, 2010

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

For the transition period from            to

Commission file number 1-9183

**Harley-Davidson, Inc.**

(Exact name of registrant as specified in its charter)

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**Wisconsin**  
(State of organization)

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

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

**53208**  
(Zip code)

**Registrants telephone number: (414) 342-4680**

**None**

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Number of shares of the registrant's common stock outstanding at July 30, 2010: 235,498,805 shares

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**Harley-Davidson, Inc.**

**Form 10-Q**

**For The Quarter Ended June 27, 2010**

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

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 27, 2010</b>	<b>June 28, 2009</b>	<b>June 27, 2010</b>	<b>June 28, 2009</b>
<b>Revenue:</b>				
Motorcycles and related products	\$ 1,135,101	\$ 1,135,734	\$ 2,172,436	\$ 2,414,166
Financial services	173,705	123,967	343,542	228,634
<b>Total revenue</b>	<b>1,308,806</b>	<b>1,259,701</b>	<b>2,515,978</b>	<b>2,642,800</b>
<b>Costs and expenses:</b>				
Motorcycles and related products cost of goods sold	738,117	748,539	1,395,905	1,552,925
Financial services interest expense	69,121	79,118	150,324	132,818
Financial services provision for credit losses	9,262	75,475	41,068	81,386
Selling, administrative and engineering expense	243,429	229,364	478,779	471,386
Restructuring expense	30,125	15,131	78,361	49,993
Goodwill impairment		28,387		28,387
<b>Total costs and expenses</b>	<b>1,090,054</b>	<b>1,176,014</b>	<b>2,144,437</b>	<b>2,316,895</b>
<b>Operating income</b>	<b>218,752</b>	<b>83,687</b>	<b>371,541</b>	<b>325,905</b>
Investment income	1,551	317	2,427	2,270
Interest expense	23,591	840	47,046	10,586
<b>Income before provision for income taxes</b>	<b>196,712</b>	<b>83,164</b>	<b>326,922</b>	<b>317,589</b>
Provision for income taxes	57,425	49,787	118,894	156,159
<b>Income from continuing operations</b>	<b>139,287</b>	<b>33,377</b>	<b>208,028</b>	<b>161,430</b>
Loss from discontinued operations, net of tax	(68,130)	(13,627)	(103,546)	(24,333)
<b>Net income</b>	<b>\$ 71,157</b>	<b>\$ 19,750</b>	<b>\$ 104,482</b>	<b>\$ 137,097</b>
<b>Earnings per common share from continuing operations:</b>				
Basic	\$ 0.60	\$ 0.14	\$ 0.89	\$ 0.69
Diluted	\$ 0.59	\$ 0.14	\$ 0.89	\$ 0.69
<b>Loss per common share from discontinued operations:</b>				
Basic	\$ (0.29)	\$ (0.06)	\$ (0.44)	\$ (0.10)
Diluted	\$ (0.29)	\$ (0.06)	\$ (0.44)	\$ (0.10)
<b>Earnings per common share:</b>				

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Basic	\$	0.30	\$	0.08	\$	0.45	\$	0.59
Diluted	\$	0.30	\$	0.08	\$	0.45	\$	0.59
Cash dividends per common share	\$	0.10	\$	0.10	\$	0.20	\$	0.20

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

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

	(Unaudited) June 27, 2010	December 31, 2009	(Unaudited) June 28, 2009
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 1,414,912	\$ 1,630,433	\$ 1,023,401
Marketable securities	86,518	39,685	
Accounts receivable, net	248,620	269,371	253,544
Finance receivables held for investment, net	1,061,598	1,436,114	1,651,700
Restricted finance receivables held by variable interest entities, net	743,697		
Inventories	296,920	323,029	403,524
Assets of discontinued operations	85,126	181,211	243,925
Restricted cash held by variable interest entities	344,595		
Other current assets	304,015	462,106	346,299
<b>Total current assets</b>	<b>4,586,001</b>	<b>4,341,949</b>	<b>3,922,393</b>
Finance receivables held for investment, net	1,717,644	3,621,048	3,472,325
Restricted finance receivables held by variable interest entities, net	2,850,684		
Property, plant and equipment, net	810,104	906,906	983,050
Goodwill	28,110	31,400	31,892
Other long-term assets	231,350	254,215	355,026
	<b>\$ 10,223,893</b>	<b>\$ 9,155,518</b>	<b>\$ 8,764,686</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable	\$ 241,719	\$ 162,515	\$ 272,989
Accrued liabilities	592,185	514,084	523,233
Liabilities of discontinued operations	61,501	69,535	72,349
Short-term debt	322,941	189,999	1,690,910
Current portion of long-term debt	341,452	1,332,091	
Current portion of long-term debt held by variable interest entities	817,602		
<b>Total current liabilities</b>	<b>2,377,400</b>	<b>2,268,224</b>	<b>2,559,481</b>
Long-term debt	2,825,334	4,114,039	3,038,387
Long-term debt held by variable interest entities	2,227,025		
Pension liability	244,115	245,332	491,021
Postretirement healthcare liability	265,326	264,472	263,712
Other long-term liabilities	147,689	155,333	159,302
Commitments and contingencies (Note 18)			
Total shareholders' equity	2,137,004	2,108,118	2,252,783
	<b>\$ 10,223,893</b>	<b>\$ 9,155,518</b>	<b>\$ 8,764,686</b>

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



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

	<b>Six months ended</b>	
	<b>June 27, 2010</b>	<b>June 28, 2009</b>
Net cash provided by (used by) operating activities of continuing operations (Note 3)	\$ 726,010	\$ (124,962)
Cash flows from investing activities of continuing operations:		
Capital expenditures	(45,754)	(49,113)
Origination of finance receivables held for investment	(1,201,812)	(281,486)
Collections on finance receivables held for investment	1,364,188	255,387
Collection of retained securitization interests		26,904
Purchases of marketable securities	(60,670)	
Sales and redemptions of marketable securities	13,526	
Net cash provided by (used by) investing activities of continuing operations	69,478	(48,308)
Cash flows from financing activities of continuing operations:		
Proceeds from issuance of senior unsecured notes		589,255
Proceeds from securitization debt		497,771
Repayments of securitization debt	(1,007,271)	(13,907)
Net increase (decrease) in credit facilities and unsecured commercial paper	38,235	(392,366)
Net borrowings of asset-backed commercial paper		87,706
Net change in restricted cash	21,946	(76,658)
Dividends	(47,033)	(46,913)
Purchase of common stock for treasury	(1,191)	(296)
Excess tax benefits from share-based payments	3,400	147
Issuance of common stock under employee stock option plans	7,184	10
Net cash (used by) provided by financing activities of continuing operations	(984,730)	644,749
Effect of exchange rate changes on cash and cash equivalents of continuing operations	(3,172)	18,662
Net (decrease) increase in cash and cash equivalents of continuing operations	(192,414)	490,141
Cash flows from discontinued operations:		
Cash flows from operating activities of discontinued operations	(22,010)	(39,445)
Cash flows from investing activities of discontinued operations		(11,843)
Effect of exchange rate changes on cash and cash equivalents of discontinued operations	(1,856)	(1,217)
	(23,866)	(52,505)
Net (decrease) increase in cash and cash equivalents	\$ (216,280)	\$ 437,636
Cash and cash equivalents:		
Cash and cash equivalents beginning of period	\$ 1,630,433	\$ 568,894
Cash and cash equivalents of discontinued operations beginning of period	6,063	24,664
Net (decrease) increase in cash and cash equivalents	(216,280)	437,636
Less: Cash and cash equivalents of discontinued operations end of period	(5,304)	(7,793)



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Cash and cash equivalents	end of period	\$ 1,414,912	\$ 1,023,401
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The accompanying notes are an integral part of the consolidated financial statements.

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**HARLEY-DAVIDSON, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. Basis of Presentation and Use of Estimates**

The condensed consolidated financial statements include the accounts of Harley-Davidson, Inc. and its wholly-owned subsidiaries (the Company), including the accounts of the groups of companies doing business as Harley-Davidson Motor Company (HDMC), Buell Motorcycle Company (Buell), MV Agusta (MV) 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 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 27, 2010 and June 28, 2009, 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, 2009.

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 and the results of MV were included in the Motorcycles segment. On October 15, 2009, the Company announced its intent to divest MV. The Motorcycles segment financial information has been adjusted to reflect MV as a discontinued operation for all periods presented.

**2. New Accounting Standards**

*Accounting Standards Recently Adopted*

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140. SFAS No. 166 amended the guidance within Accounting Standards Codification (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.



**Table of Contents***Effects of Adoption on January 1, 2010*

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. In accordance with ASC Topic 810, the Company measured the initial carrying values of the assets and liabilities of the VIEs by determining what those values would have been on January 1, 2010 as if the new guidance had been in effect when the Company first met the conditions as the primary beneficiary. The Company's VIEs are discussed in further detail in Note 6.

The initial adoption of the new accounting guidance within ASC Topic 810 and ASC Topic 860 did not impact the Company's statement of operations. The following table summarizes the effects on the Company's balance sheet of adopting the new guidance within ASC Topic 810 and ASC Topic 860 on January 1, 2010 (in thousands):

	As of December 31, 2009	Effect of consolidation	As of January 1, 2010
Finance receivables held for investment <sup>(1)</sup>	\$ 4,961,894	\$ 1,922,833	\$ 6,884,727
Allowance for finance credit losses <sup>(1)</sup>	\$ (150,082)	\$ (49,424)	\$ (199,506)
Investment in retained securitization interests <sup>(1)</sup>	\$ 245,350	\$ (245,350)	\$
Restricted cash held by variable interest entities <sup>(2)</sup>	\$	\$ 198,874	\$ 198,874
Other current assets <sup>(2)</sup>	\$ 462,106	\$ 40,224	\$ 502,330
Accrued liabilities	\$ (514,084)	\$ (11,952)	\$ (526,036)
Long-term debt	\$ (5,446,130)	\$ (1,892,313)	\$ (7,338,443)
Retained earnings	\$ (6,324,268)	\$ 40,591	\$ (6,283,677)
Accumulated other comprehensive loss	\$ 417,898	\$ (3,483)	\$ 414,415

(1) These three lines items were reported together as Finance receivables held for investment, net prior to January 1, 2010.

(2) At December 31, 2009, the Company had \$167.7 million of restricted cash related to its 2009 on-balance sheet term-asset backed securitization transactions and its asset-backed commercial paper conduit facility. These amounts were reported within Other current assets as of December 31, 2009.

*Financial Statement Comparability to Prior Periods*

The new accounting guidance within ASC Topic 810 and ASC Topic 860 is adopted on a prospective basis. Prior periods have not been restated and therefore will not be comparable to the current period as discussed below.

Under the new accounting guidance, the Company's securitization transactions are considered secured borrowings rather than asset sales. Beginning in 2010, the Company recognizes interest income and credit losses on the previously unconsolidated securitized receivables and interest expense on the related debt. The Company's statement of operations no longer includes income from securitizations which consisted of an initial gain or loss on new securitization transactions, income on the investment in retained securitization interests and servicer fees. In addition, the Company will no longer incur charges related to other-than-temporary impairments on its investment in retained securitization interests as that asset has been derecognized.

Finance receivables consolidated as part of the adoption of the new accounting guidance, as well as finance receivables securitized as part of the Company's 2009 on-balance sheet securitization transactions and finance receivables restricted as collateral under the Company's asset-backed commercial paper conduit facility, are reported on the Company's balance sheet as restricted finance receivables held for investment by VIEs. Prior to the adoption of the new accounting guidance, finance receivables held by VIEs were included in finance receivables held for investment. In addition, finance receivable securitization debt is now reported as debt held by VIEs.

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Historically, U.S. retail motorcycle finance receivables intended for securitization through off-balance sheet securitization transactions were initially classified as finance receivables held for sale. Accordingly, all of the related cash flows were classified as operating cash flows in the statement of cash flows. After the adoption of the new guidance within ASC Topic 810 and ASC Topic 860, all retail finance receivables are considered held for investment, as the Company has the intent and ability to hold the finance receivables for the foreseeable future, or until maturity. The adoption guidance within ASC Topic 810 and ASC Topic 860 requires the Company to apply the standards on a prospective basis as if they had always been in effect. Therefore, the Company has classified post-January 1, 2010 cash flows related to all of its retail motorcycle finance receivables as investing cash flows in the statement of cash flows.

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

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

	June 27, 2010	December 31, 2009	June 28, 2009
Available-for-sale:			
Corporate bond investments	\$ 86,518	\$ 39,685	\$

The Company's available-for-sale securities have maturities of less than one year and are carried at fair value with any unrealized gains or losses reported in other comprehensive income. During the first six months of 2010, the Company recognized gross unrealized losses of \$0.8 million, or \$0.5 million net of tax, to adjust amortized cost to fair value. There were no marketable securities held at June 28, 2009.

*Finance Receivables*

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

	June 27, 2010	December 31, 2009	June 28, 2009
Wholesale	\$ 784,379	\$ 870,001	\$ 1,084,709
Retail	5,772,227	4,091,893	3,877,424
	6,556,606	4,961,894	4,962,133
Allowance for finance credit losses	(182,983)	(150,082)	(114,335)
	6,373,623	4,811,812	4,847,798
Investment in retained securitization interests		245,350	276,227
	\$ 6,373,623	\$ 5,057,162	\$ 5,124,025

At June 27, 2010, the allowance for finance credit losses on finance receivables held for investment was \$183.0 million which consisted of \$170.5 million for retail finance receivables and \$12.5 million for wholesale finance receivables. Of the \$170.5 million allowance for finance credit losses on retail finance receivables, \$107.4 million related to retail finance receivables held by VIEs.

As part of the January 1, 2010 adoption of the new accounting guidance within ASC Topic 810 and ASC Topic 860, the Company established an initial \$49.4 million allowance for credit losses related to the previously unconsolidated securitized finance receivables. The initial allowance was recorded through the adoption adjustment to retained earnings.

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During the second quarter of 2009, the Company reclassified \$3.14 billion of finance receivables held for sale at the lower of cost or fair value to finance receivables held for investment due to the structure of its May 2009 term asset-backed securitization transaction and the Company's intent to structure subsequent securitization transactions in a manner that did not qualify for accounting sale treatment under prior U.S. GAAP. As a result of the reclassification, the Company recorded a \$72.7 million increase to the allowance for credit losses during the second quarter of 2009 in order to establish the initial reserve for the reclassified receivables.

*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):

	<b>June 27, 2010</b>	<b>December 31, 2009</b>	<b>June 28, 2009</b>
Components at the lower of FIFO cost or market			
Raw materials and work in process	\$ 91,523	\$ 104,641	\$ 128,813
Motorcycle finished goods	144,671	168,002	206,297
Parts and accessories and general merchandise	96,163	84,823	105,005
Inventory at lower of FIFO cost or market	332,357	357,466	440,115
Excess of FIFO over LIFO cost	(35,437)	(34,437)	(36,591)
	<b>\$ 296,920</b>	<b>\$ 323,029</b>	<b>\$ 403,524</b>

**Table of Contents***Operating Cash Flow*

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

	Six months ended	
	June 27, 2010	June 28, 2009
Cash flows from operating activities:		
Net income	\$ 104,482	\$ 137,097
Loss from discontinued operations	(103,546)	(24,333)
Income from continuing operations	208,028	161,430
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:		
Depreciation	136,600	123,852
Provision for employee long-term benefits	45,506	46,689
Contributions to pension and postretirement plans	(22,151)	(14,510)
Stock compensation expense	13,935	6,622
Net change in wholesale finance receivables	100,956	129,075
Origination of retail finance receivables held for sale		(1,180,467)
Collections on retail finance receivables held for sale		473,989
Impairment of retained securitization interests		32,165
Lower of cost or fair market value adjustment on finance receivables held for sale		5,895
Pension and postretirement healthcare plan curtailment and settlement expense	1,558	
Provision for credit losses	41,068	81,386
Goodwill impairment		28,387
Foreign currency adjustments	(14,429)	(28,866)
Other, net	88,708	35,199
Changes in current assets and liabilities:		
Accounts receivable, net	1,527	14,400
Finance receivables - accrued interest and other	7,742	1,064
Inventories	11,077	(9,814)
Accounts payable and accrued liabilities	134,389	(63,549)
Restructuring reserves	(25,391)	29,115
Derivative instruments	1,260	176
Other	(4,373)	2,800
Total adjustments	517,982	(286,392)
Net cash provided by (used by) operating activities of continuing operations	\$ 726,010	\$ (124,962)

**4. MV Planned Divestiture**

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 at a price that is reasonable relative to its fair value. The Company's efforts to sell MV are progressing and the Company expects to complete its divestiture of MV during 2010. As a result, MV is presented as a discontinued operation for all periods presented.

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

	Three months ended		Six months ended	
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
Revenue	\$ 22,029	\$ 17,914	\$ 44,580	\$ 30,130
Loss before income taxes	\$ (83,580)	\$ (14,615)	\$ (125,389)	\$ (25,301)
Net loss	\$ (68,130)	\$ (13,627)	\$ (103,546)	\$ (24,333)
Loss per common share	\$ (0.29)	\$ (0.06)	\$ (0.44)	\$ (0.10)

During the first half of 2010, the Company incurred a \$125.4 million pre-tax loss from discontinued operations, or \$103.5 million net of tax. 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 allowance; \$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 \$44.9 million of accounts payable and accrued liabilities and \$16.6 million of other liabilities.

## 5. Restructuring Expense and Other Impairments

### *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 by 2012. The 2009 Restructuring Plan was designed to reduce administrative costs, eliminate excess capacity and exit non-core business operations. The Company's planned actions include:

consolidating its two engine and transmission plants in the Milwaukee area into its facility in Menomonee Falls, Wisconsin;

closing its distribution facility in Franklin, Wisconsin and consolidating Parts and Accessories and General Merchandise distribution through a third party;

discontinuing the domestic transportation fleet;

consolidating its vehicle test facilities from three locations in Alabama, Arizona and Florida into one location in Arizona;

restructuring its York, Pennsylvania motorcycle production facility to focus on the core operations of motorcycle assembly, metal fabrication and paint; and

exiting the Buell product line. The Company ceased production of Buell motorcycles at the end of October 2009 and the sale of remaining Buell motorcycle inventory to independent dealers and/or distributors is expected to be completed during 2010.



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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. These headcount reductions began in 2009 and are expected to be completed during 2011.

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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 \$430 million to \$460 million from 2009 to 2012, of which approximately 30% are expected to be non-cash. On a cumulative basis, the Company has incurred \$302.6 million of restructuring and impairment expense under the 2009 Restructuring Plan as of June 27, 2010, of which \$78.4 million was incurred during the first six months of 2010. Approximately 2,500 employees have left the Company under the 2009 Restructuring Plan as of June 27, 2010.

The following table summarizes the Company's 2009 Restructuring Plan reserve recorded in accrued liabilities as of June 27, 2010 (in thousands):

	Motorcycles & Related Products				Financial Services				Consolidated Total
	Employee Severance and Termination Costs	Accelerated Depreciation	Asset Impairment	Other	Total	Employee Severance and Termination Costs	Other	Total	
Restructuring expense	\$ 39,452	\$ 9,141	\$	\$ 1,400	\$ 49,993	\$	\$	\$	\$ 49,993
Utilized - cash	(8,187)			(1,400)	(9,587)				(9,587)
Utilized - noncash	(4,533)	(9,141)			(13,674)				(13,674)
Balance, June 28, 2009	\$ 26,732	\$	\$	\$	\$ 26,732	\$	\$	\$	\$ 26,732
Restructuring expense	64,317	17,764	18,024	70,878	170,983	1,679	1,623	3,302	174,285
Utilized - cash	(21,698)			(39,456)	(61,154)	(1,460)	(1,197)	(2,657)	(63,811)
Utilized - noncash	(33,281)	(17,764)	(18,024)		(69,069)		(426)	(426)	(69,495)
Balance, December 31, 2009	\$ 36,070	\$	\$	\$ 31,422	\$ 67,492	\$ 219	\$	\$ 219	\$ 67,711
Restructuring expense	27,527	33,724		17,110	78,361				78,361
Utilized - cash	(32,304)			(35,688)	(67,992)	(44)		(44)	(68,036)
Utilized - noncash	1,023	(33,724)		(2,840)	(35,541)	(175)		(175)	(35,716)
Balance, June 27, 2010	\$ 32,316	\$	\$	\$ 10,004	\$ 42,320	\$	\$	\$	\$ 42,320

Other restructuring costs include items such as the exit costs for terminating supply contracts, lease termination costs and moving costs.

**6. Goodwill**

Goodwill represents the excess of acquisition cost over the fair value of the net assets purchased. Goodwill is tested for impairment, based on financial data related to the reporting unit to which it has been assigned, at least annually or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The impairment test involves comparing the estimated fair value of the reporting unit associated with the goodwill to its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value goodwill must be adjusted to its implied fair value.

As a result of the Company's lower shipment volume projections and the decrease in operating performance at HDFS during 2009 due to significant write-downs of its loan portfolio and investment in retained securitization interests, the Company performed an impairment test of the goodwill balance associated with HDFS as of June 28, 2009. The results of the impairment test indicated the current fair value of HDFS had declined below its carrying value and as such the Company recorded an impairment charge of \$28.4 million which represented the Company's total goodwill balance associated with the Financial Services segment.

**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.

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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.

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 2010 to 2017.

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 variable interest entities 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.

At June 28, 2009, the assets of the consolidated term asset-backed securitization SPE totaled \$644.6 million and were primarily included in other current assets and finance receivables held for investment in the Company's Condensed Consolidated Balance Sheet. At June 28, 2009, the SPE held U.S. retail motorcycle finance receivables of \$608.5 million restricted as collateral for the payment of \$486.1 million of obligations under the secured notes. The SPE also held \$33.1 million of cash restricted for payment on the secured notes at June 28, 2009.

*Asset-Backed Commercial Paper Conduit Facility VIE*

In December 2008, HDFS transferred U.S. retail motorcycle finance receivables to an SPE which in turn issued \$500.0 million of debt to third-party bank-sponsored asset-backed commercial paper conduits. The asset-backed commercial paper conduit facility SPE funded the purchase of the U.S. retail motorcycle finance receivables from HDFS primarily with cash obtained through the issuance of the debt. In April 2009, HDFS replaced its December 2008 asset-backed commercial paper conduit facility with a new revolving asset-backed commercial paper conduit agreement (2009 Conduit Loan Agreement). 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.

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The 2009 Conduit Loan Agreement provided for a total aggregate commitment of up to \$600.0 million as of June 27, 2010 based on, among other things, the amount of eligible U.S. retail motorcycle loans held by the SPE as collateral. 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 2009 Conduit Loan Agreement also provides for an unused commitment fee based on the unused portion of the total aggregate commitment of \$600.0 million as of June 27, 2010. There is no amortization schedule; however, the debt is reduced monthly as available collections on the related finance receivables are applied to outstanding principal with the balance due at maturity. Unless earlier terminated or extended by mutual agreement of HDFS and the lenders, as of June 27, 2010, the 2009 Conduit Loan Agreement had an expiration date of July 28, 2010, at which time HDFS would have been obligated to repay any amounts outstanding in full. Please refer to Note 20 for information regarding the extension of the 2009 Conduit Loan Agreement.

At June 27, 2010, HDFS had no borrowings outstanding under the 2009 Conduit Loan Agreement. 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 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.

At June 28, 2009, HDFS the asset-backed commercial paper conduit facility SPE held finance receivables of \$848.1 million restricted as collateral for the payment of the \$600.5 million short-term asset-backed conduit facility debt, which was included in the Company's Condensed Consolidated Balance Sheet. The SPE also held \$43.6 million of cash collections from the finance receivables held by the SPE restricted for payment on the outstanding debt at June 28, 2009. The assets of the SPE totaled \$916.8 million at June 28, 2009 and were primarily included in finance receivables held for investment, net and other current assets in the Company's Condensed Consolidated Balance Sheet.

**8. Off-Balance Sheet Finance Receivable Securitizations**

During 2009, the Company entered into term asset-backed securitization transactions that did not satisfy the requirements for accounting sale treatment under prior U.S. GAAP. As such, the 2009 term asset-backed securitization transactions were accounted for as secured financings and the related assets and liabilities were consolidated in the Company's consolidated financial statements.

The following disclosures apply to the Company's term asset-backed securitization activities prior to 2009, when pre-2009 term asset-backed securitization transactions utilized off-balance sheet QSPEs that qualified for accounting sale treatment under prior U.S. GAAP. As discussed in Note 2, the Company adopted new accounting guidance within ASC Topic 810 and ASC Topic 860 as of January 1, 2010 that ultimately required the Company to consolidate these formerly off-balance sheet QSPEs.

Prior to 2009, HDFS sold U.S. retail motorcycle finance receivables to securitization trusts through off-balance sheet term asset-backed securitization transactions. The securitization trust issued notes to investors, with various maturities and interest rates, secured by future collections of purchased retail loans. The proceeds from the issuance of the term asset-backed securities were utilized by the securitization trust to purchase U.S. retail motorcycle loans from HDFS.

Upon sale of the U.S. retail motorcycle loans to the securitization trust, HDFS received cash, recorded a gain or loss on the transaction and also retained an interest in excess cash flows, subordinated securities, and the right to receive cash reserve account deposits in the future, collectively referred to as investment in retained securitization interests. The investment in retained securitization interests was included with finance receivables held for investment, net in the Condensed Consolidated Balance Sheets. In conjunction with prior year sales, the Company had investments in retained securitization interests of \$276.2 million at June 28, 2009.

The interest in excess cash flows reflected the expected cash flows arising from U.S. retail motorcycle loans sold to the securitization trust less expected servicing fees, credit losses and contracted payment obligations owed to securitization trust investors.

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Reserve account deposits represented interest-earning cash deposits which collateralized the trust securities. The funds were not available for use by HDFS until the reserve account balances exceeded thresholds specified in the securitization agreements.

HDFS retained servicing rights on the U.S. retail motorcycle loans that it sold to the securitization trust and received annual servicing fees approximating 1% of the outstanding securitized retail loans. HDFS serviced \$2.46 billion of U.S. retail motorcycle loans securitized in off-balance sheet term asset-backed securitization transactions as of June 28, 2009. The servicing fee paid to HDFS was considered adequate compensation for the services provided and was included in financial services revenue as earned. HDFS earned \$22.2 million from contractually specified servicing fees, late fees, and ancillary fees during the first half of 2009. These fees were recorded in financial services revenue.

Gains or losses on off-balance sheet term asset-backed securitizations from the sale of U.S. retail motorcycle loans were recognized in the period in which the sale occurred. The amount of the gain or loss depended on the proceeds received and the original carrying amount of the transferred U.S. retail motorcycle loans, allocated between the assets sold and the retained interests based on their relative fair values at the date of transfer.

Activities of the securitization trust were limited to acquiring U.S. retail motorcycle loans, issuing term asset-backed securities, making payments on securities to investors and other activities permissible under prior U.S. GAAP. Securitization trusts had a limited life and generally terminated upon final distribution of amounts owed to the investors in the term asset-backed securities. Historically, the lives of securitization trusts that purchased U.S. retail motorcycle loans from HDFS approximated four years.

HDFS did not guarantee payments on the securities issued by the securitization trusts or the projected cash flows from the U.S. retail motorcycle loans purchased from HDFS. The Company's retained securitization interests, excluding servicing rights, were subordinate to the interests of securitization trust investors. Such investors had priority interests in the cash collections on the retail loans sold to the securitization trust (after payment of servicing fees) and in the cash reserve account deposits. Investors also did not have recourse to the assets of HDFS for failure of the obligors on the retail loans to pay when due.

The investment in retained securitization interests was measured in the same manner as an investment in debt securities that is classified as available-for-sale as defined by ASC Topic 320, Investments—Debt and Equity Securities. As such, the investment in retained securitization interests was recorded at fair value and periodically reviewed for impairment. Market quotes of fair value were generally not available for retained interests; therefore, HDFS estimated fair value based on the present value of future expected cash flows using HDFS' best estimates of key assumptions for credit losses, prepayments and discount rates that, in management's judgment, reflected the assumptions marketplace participants would use. If the fair value of the investment in retained securitization interests is less than the amortized cost, an unrealized loss exists which indicates that the investment is other-than-temporarily impaired.

On March 30, 2009, the Company adopted new guidance codified within ASC Topic 320 regarding the recognition and presentation of other-than-temporary impairments. In accordance with this guidance, if management has no intent to sell the other-than-temporarily impaired investment and it is more likely than not that it will not be required to sell, only the credit loss component of the impairment is recognized in earnings, while the rest of the impairment is recognized as an unrealized loss in other comprehensive income. The credit loss component recognized in earnings is identified as the amount of cash flows not expected to be received over the remaining life of the investment as projected using assumptions for credit losses, prepayments and discounts rates as discussed below. Upon adoption, the Company recorded an increase to the opening balance of retained earnings of \$22.5 million (\$14.4 million, net of tax) and a decrease to accumulated other comprehensive income of \$22.5 million (\$14.4 million, net of tax) to reclassify the non-credit component of \$52.2 million of previously recognized impairments on its investment in retained securitization interests. The credit component of previously recognized impairments on its investment in retained securitization interests was \$29.7 million. The fair value of the investment in retained securitization interests did not change.

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During the three months ended June 28, 2009, the Company recorded other-than-temporary impairments related to its investment in retained securitization interests. The impairments were due to higher actual and anticipated credit losses partially offset by a slowing in actual and expected prepayment speeds on certain securitization portfolios. As prescribed by the new guidance within ASC Topic 320, the Company recognized the credit component of the other-than-temporary impairment in earnings and the non-credit component in other comprehensive income as the Company did not intend to sell the investment and it was more likely than not that the Company would not be required to sell it prior to recovery of its cost basis. The components of the impairment were as follows (in thousands):

	<b>Three months ended June 28, 2009</b>
Total other-than-temporary impairment losses	\$ 13,668
Portion of loss reclassified from other comprehensive income	1,366
<b>Net impairment losses recognized in earnings</b>	<b>\$ 15,034</b>

The following activity only applied to other-than-temporary impairments on investment in retained securitization interests for which a component of the impairment was recognized in earnings and a component was recognized in other comprehensive income. The total credit component of other-than-temporary impairments recognized in earnings for all investment in retained securitization interests held as of June 28, 2009 was as follows (in thousands):

	<b>Three months ended June 28, 2009</b>
Balance, beginning of period	\$ 29,686
Credit component recognized in earnings during the period	15,034
Reductions due to sale/repurchase <sup>(1)</sup>	(391)
<b>Balance, end of period</b>	<b>\$ 44,329</b>

(1) The Company exercised its 10% clean up call repurchase option for certain securitization trusts.

Prior to March 30, 2009, if an impairment existed and management deemed it to be other-than-temporary, the entire impairment was recorded in the consolidated statements of operations. During the three months ended March 29, 2009, the Company recorded an other-than-temporary impairment charge of \$17.1 million related to its investment in retained securitization interests which included both the credit and non-credit components.

The following table summarizes the amortized cost, fair value and gross unrealized gains and losses of the investment in retained securitization interests (in thousands):

	<b>Total Investment in Retained Securitization Interests</b>	<b>June 28, 2009 Investment in Retained Securitization Interests Currently in a Loss Position for less than 12 Months</b>	<b>Investment in Retained Securitization Interests Currently in a Gain Position</b>
Amortized cost	\$ 298,264	\$ 266,441	\$ 31,823
Gross unrealized gains	649		649

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Gross unrealized losses	(22,686)		(22,686)		
Fair value	\$ 276,227	\$	243,755	\$	32,472

The unrealized loss position was primarily due to an increased discount rate in the fourth quarter of 2008 from 12% to 18%. None of the investments in retained securitization interests had been in a continuous unrealized loss position for more than 12 months.



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The investment in retained securitization interests had no stated contractual maturity date. Historically, the investment in retained securitization interests had a life of approximately four years.

As of June 28, 2009, the following weighted-average key assumptions were used to value the investment in retained securitization interests:

Prepayment speed (Single Monthly Mortality)	1.75%
Weighted-average life (in years)	2.08
Expected cumulative net credit losses	5.31%
Residual cash flows discount rate	17.83%

Expected cumulative net credit losses were a key assumption in the valuation of the investment in retained securitization interests. As of June 28, 2009, weighted-average expected net credit losses for all active securitizations were 5.31%. The table below summarizes, as of June 28, 2009, expected weighted-average cumulative net credit losses by year of securitization, expressed as a percentage of the original balance of loans securitized for all securitizations completed during the years noted:

Expected weighted-average cumulative net credit losses (%) as of :	Loans securitized in				
	2009	2008	2007	2006	2005
June 28, 2009		5.50%	5.59%	5.13%	4.66%

The sensitivity of the fair value to immediate 10% and 20% adverse changes in the weighted-average key assumptions for the investment in retained securitization interests at June 28, 2009 was as follows (dollars in thousands):

Carrying amount/fair value of retained interests	\$ 276,227
Weighted-average life (in years)	2.08
<b>Prepayment speed assumption (monthly rate)</b>	<b>1.75%</b>
Impact on fair value of 10% adverse change	\$ (3,515)
Impact on fair value of 20% adverse change	\$ (6,928)
<b>Expected cumulative net credit losses</b>	<b>5.31%</b>
Impact on fair value of 10% adverse change	\$ (36,009)
Impact on fair value of 20% adverse change	\$ (71,505)
<b>Residual cash flows discount rate (annual)</b>	<b>17.83%</b>
Impact on fair value of 10% adverse change	\$ (6,792)
Impact on fair value of 20% adverse change	\$ (13,327)

These sensitivities are hypothetical and should not be considered to be predictive of future performance. Changes in fair value generally cannot be extrapolated because the relationship of change in assumption to change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated independently from any change in another assumption. In reality, changes in one factor may contribute to changes in another, which may magnify or counteract the sensitivities. Furthermore, the estimated fair values as disclosed should not be considered indicative of future earnings on these assets.

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The following table provides information regarding certain cash flows received from and paid to all motorcycle loan securitization trusts during the six months ended June 28, 2009 (in thousands):

Proceeds from new securitizations	\$
Servicing fees received	\$ 15,202
Other cash flows received on retained interests	\$ 32,927
10% clean-up call repurchase option	\$ 100,317

Prior to the adoption of the new accounting guidance discussed in Note 2, managed retail motorcycle loans consisted of all retail motorcycle installment loans serviced by HDFFS including those held by off-balance sheet securitization trusts and those held by HDFFS. As of June 28, 2009, managed retail motorcycle loans totaled \$5.92 billion, of which \$2.46 billion were securitized in off-balance sheet term asset-backed securitization transactions. The principal amount of managed retail motorcycle loans 30 days or more past due was \$262.4 million at June 28, 2009. The principal amount of securitized retail motorcycle loans 30 days or more past due was \$147.0 million at June 28, 2009. Managed loans 30 days or more past due exclude loans reclassified as repossessed inventory. Credit losses, net of recoveries, of the managed retail motorcycle loans were \$78.7 million during the first half of 2009 which included securitized retail motorcycle loan credit losses, net of recoveries, of \$47.0 million.

**9. Fair Value of Financial Instruments**

The Company's financial instruments consist primarily of cash and cash equivalents, marketable securities, trade receivables, finance receivables, net, trade payables, debt, foreign currency contracts and interest rate swaps (derivative instruments are discussed further in Note 11). 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 27, 2010 (in thousands):

	June 27, 2010		June 28, 2009	
	Fair Value	Carrying Value	Fair Value	Carrying Value
<b>Assets:</b>				
Cash and cash equivalents	\$ 1,414,912	\$ 1,414,912	\$ 1,023,401	\$ 1,023,401
Marketable securities	\$ 86,518	\$ 86,518	\$	\$
Accounts receivable, net	\$ 248,620	\$ 248,620	\$ 253,544	\$ 253,544
Derivatives	\$ 11,459	\$ 11,459	\$ 18,280	\$ 18,280
Finance receivables, net	\$ 6,403,639	\$ 6,373,623	\$ 4,881,750	\$ 4,847,798
Investment in retained securitization interests	\$	\$	\$ 276,227	\$ 276,227
Restricted cash held by variable interest entities	\$ 344,595	\$ 344,595	\$ 76,658	\$ 76,658
<b>Liabilities:</b>				
Accounts payable	\$ 833,904	\$ 833,904	\$ 796,222	\$ 796,222
Derivatives	\$ 9,860	\$ 9,860	\$ 19,705	\$ 19,705
Unsecured commercial paper	\$ 440,441	\$ 440,441	\$ 1,009,876	\$ 1,009,876
Asset-backed commercial paper conduit facility	\$	\$	\$ 600,542	\$ 600,542
Credit facilities	\$ 348,817	\$ 348,817	\$ 426,805	\$ 426,805
Medium-term notes	\$ 2,118,054	\$ 2,100,469	\$ 1,390,809	\$ 1,605,982
Senior unsecured notes	\$ 801,362	\$ 600,000	\$ 790,933	\$ 600,000
Finance receivable securitization debt	\$ 3,112,328	\$ 3,044,627	\$ 498,002	\$ 486,092

*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.

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*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 carrying value of debt provided under the asset-backed commercial paper conduit facility approximates the fair value since the interest rates charged on the outstanding portion are tied directly to market rates and fluctuate as market rates change.

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

The fair value of the Company's 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 finance receivable securitization transactions is estimated based on pricing currently available for transactions with similar terms and maturities.

**10. 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.

**Table of Contents***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 27, 2010 and June 28, 2009 (in thousands):

	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)
<b>Assets:</b>				
Cash equivalents	\$ 913,272	\$ 913,272	\$	\$
Marketable securities	86,518		86,518	
Derivatives	11,459		11,459	
	\$ 1,011,249	\$ 913,272	\$ 97,977	\$

<b>Liabilities:</b>				
Derivatives	\$ 9,860	\$	\$ 9,860	\$

	Balance as of June 28, 2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Cash equivalents	\$ 799,846	\$ 799,846	\$	\$
Derivatives	18,280		18,280	
Investment in retained securitization interests	276,227			276,227
	\$ 1,094,353	\$ 799,846	\$ 18,280	\$ 276,227

<b>Liabilities:</b>				
Derivatives	\$ 19,705	\$	\$ 19,705	\$

The investment in retained securitization interests was valued using discounted cash flow methodologies incorporating assumptions that, in management's judgment, reflect assumptions marketplace participants would use at June 28, 2009. The following table presents additional information about the investment in retained securitization interests which was measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (in thousands):

	Three months ended June 28, 2009	Six months ended June 28, 2009
Balance, beginning of period	\$ 315,543	\$ 330,674
Realized losses included in financial services income <sup>(a)</sup>	(7,676)	(11,812)
Unrealized gains included in other comprehensive income <sup>(b)</sup>	1,265	4,623
Sales, repurchases and settlements, net	(32,905)	(47,258)
Balance, end of period	\$ 276,227	\$ 276,227

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- (a) As discussed in Note 7, realized (losses)/gains included in financial services income includes an other-than-temporary impairment charge of \$15.0 million and \$32.2 million for the three and six months ended June 28, 2009, respectively.
- (b) During the three and six months ended June 28, 2009, \$1.4 million of net unrealized losses were reclassified out of accumulated other comprehensive income into financial services income.

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As discussed in Note 2, upon adoption of the new guidance within ASC Topic 810 and ASC Topic 860, the Company derecognized its investment in retained securitization interests on January 1, 2010. The carrying value of the investment in retained securitization interests that was derecognized on that date was \$245.4 million.

*Non-Recurring Fair Value Measurements*

The following table presents information about the Company's assets and liabilities measured at fair value on a non-recurring basis as of June 27, 2010 (in thousands):

	<b>Balance as of June 27, 2010</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total Losses</b>
Net assets of discontinued operations	\$ 23,625	\$ 23,625	\$ 111,759

At June 27, 2010, the net assets of MV, which are held for sale and presented as discontinued operations, were carried at the lower of cost or fair value (less estimated selling costs) using significant unobservable inputs (Level 3). During the first half of 2010, the Company recorded an impairment charge of \$111.8 million which represented the excess of net book value of the held-for-sale assets over the expected 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 allowance; \$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. In determining the fair value of MV, the Company considered information gained through its efforts to sell MV.

**11. Derivative Instruments and Hedging Activities**

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks are foreign currency exchange rate risk, interest rate risk and commodity price risk. To reduce 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 9). 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, at both 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 which 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 and the Australian dollar. The Company utilizes foreign currency contracts to mitigate the effect of the Euro and the Australian dollar 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.

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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 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. Similarly, HDFS utilizes interest rate swaps with its medium-term notes; however, the impact is 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. Additionally, to facilitate asset-backed commercial paper conduit facility agreements that the Company entered into in December 2008 and April 2009, HDFS entered into derivative contracts, certain of which do not qualify for hedge accounting treatment.

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

	June 27, 2010			June 28, 2009		
	Notional Value	Asset Fair Value <sup>(1)</sup>	Liability Fair Value <sup>(2)</sup>	Notional Value	Asset Fair Value <sup>(1)</sup>	Liability Fair Value <sup>(2)</sup>
<b>Derivatives Designated As Hedging Instruments Under ASC Topic 815</b>						
Foreign currency contracts <sup>(3)</sup>	\$ 74,033	\$ 6,912	\$	\$ 294,831	\$	\$ 7,918
Natural gas contracts <sup>(3)</sup>	2,209		138	3,162		402
Interest rate swaps - unsecured commercial paper <sup>(3)</sup>	155,000		9,656	203,700		11,385
Interest rate swaps - medium-term notes <sup>(4)</sup>	150,000	2,918		150,000	8,027	
<b>Total</b>	<b>\$ 381,242</b>	<b>\$ 9,830</b>	<b>\$ 9,794</b>	<b>\$ 651,693</b>	<b>\$ 8,027</b>	<b>\$ 19,705</b>

	June 27, 2010			June 28, 2009		
	Notional Value	Asset Fair Value <sup>(1)</sup>	Liability Fair Value <sup>(2)</sup>	Notional Value	Asset Fair Value <sup>(1)</sup>	Liability Fair Value <sup>(2)</sup>
<b>Derivatives Not Designated As Hedging Instruments Under ASC Topic 815</b>						
Derivatives - securitization transactions	\$ 135,836	\$	\$ 66	\$ 530,161	\$ 716	\$
Derivatives - conduit facility	513,955	1,629		631,251	9,537	
	<b>\$ 649,791</b>	<b>\$ 1,629</b>	<b>\$ 66</b>	<b>\$ 1,161,412</b>	<b>\$ 10,253</b>	<b>\$</b>

(1) Included in other current assets

(2) Included in accrued liabilities

(3) Derivative designated as a cash flow hedge

(4) Derivative designated as a fair value hedge

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The following table summarizes 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	
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
<b>Cash Flow Hedges</b>				
Foreign currency contracts	\$ 4,470	\$ (17,715)	\$ 13,871	\$ 8,717
Natural gas contracts	255	(222)	(649)	(980)
Interest rate swaps - unsecured commercial paper	(1,681)	1,751	(3,481)	1,071
Interest rate swaps - conduit facility		(711)		(1,447)
<b>Total</b>	<b>\$ 3,044</b>	<b>\$ (16,897)</b>	<b>\$ 9,741</b>	<b>\$ 7,361</b>

	Amount of Gain/(Loss) Reclassified from AOCI into Income				
	Three months ended		Six months ended		Expected to be Reclassified Over the Next Twelve Months
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009	
<b>Cash Flow Hedges</b>					
Foreign currency contracts <sup>(1)</sup>	\$ 3,320	\$ 6,654	\$ 3,681	\$ 27,870	\$ 5,505
Natural gas contracts <sup>(1)</sup>	(352)	(955)	(460)	(1,912)	(138)
Interest rate swaps - unsecured commercial paper <sup>(2)</sup>	(1,558)	(2,212)	(3,344)	(4,540)	(5,510)
Interest rate swaps - conduit facility <sup>(2)</sup>		(4,825)		(6,452)	
<b>Total</b>	<b>\$ 1,410</b>	<b>\$ (1,338)</b>	<b>\$ (123)</b>	<b>\$ 14,966</b>	<b>\$ (143)</b>

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

(2) Gain/(loss) reclassified from AOCI to income is included in HDFS interest expense, a component of Financial Services expense

For the three and six months ended June 27, 2010 and June 28, 2009, 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 table summarizes 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	
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
<b>Fair Value Hedges</b>				
Interest rate swaps - medium-term notes <sup>(1)</sup>	\$ (1,798)	\$ (924)	\$ (3,154)	\$ (1,671)

	Amount of Gain Recognized in Income on Hedged Debt			
	Three months ended		Six months ended	
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
<b>Fair Value Hedges</b>				



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Interest rate swaps - medium-term notes <sup>(1)</sup>	\$ 1,798	\$ 924	\$ 3,154	\$ 1,671
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(1) Gain/(loss) recognized in income is included in HDFS interest expense, a component of Financial Services expense

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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	
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
<b>Derivatives not Designated as Hedges</b>				
Derivatives - securitization transactions <sup>(1)</sup>	\$ 2	\$ 205	\$ (7)	\$ 404
Derivatives - conduit facility <sup>(1)</sup>	(2,210)	513	(5,574)	233
	\$ (2,208)	\$ 718	\$ (5,581)	\$ 637

(1) Gain/(loss) recognized in income is included in HDFS other income, a component of 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.

**12. Comprehensive Income**

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

	Three months ended	
	June 27, 2010	June 28, 2009
Net income	\$ 71,157	\$ 19,750
Other comprehensive income, net of tax:		
Foreign currency translation adjustment	(21,413)	28,915
Investment in retained securitization interest:		
Unrealized net losses arising during the period		(65)
Less: net losses reclassified into net income		(876)
		811
Derivative financial instruments:		
Unrealized net gains (losses) arising during period	1,907	(9,469)
Less: net gains (losses) reclassified into net income	861	1,046
		(794)
		(8,675)
Marketable securities		
Unrealized losses on marketable securities	(26)	(26)
Pension and postretirement benefit plans:		
Amortization of actuarial loss	4,970	2,534
Amortization of net prior service cost	317	5,287
	693	3,227
	\$ 56,051	\$ 44,028

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	Six months ended	
	June 27, 2010	June 28, 2009
Net income	\$ 104,482	\$ 137,097
Other comprehensive income, net of tax:		
Foreign currency translation adjustment	(30,231)	9,566
Investment in retained securitization interest:		
Unrealized net gains arising during the period		2,105
Less: net losses reclassified into net income		(876) 2,981
Derivative financial instruments:		
Unrealized net gains arising during period	6,070	5,711
Less: net gains reclassified into net income	(124) 6,194	9,227 (3,516)
Marketable securities		
Unrealized losses on marketable securities	(510) (510)	
Pension and postretirement benefit plans:		
Amortization of actuarial loss	9,939	5,334
Amortization of net prior service cost	634	1,432
Pension and postretirement plan funded status adjustment		4,147
Less: actuarial loss reclassified into net income due to settlement	(1,625)	(232)
Less: actuarial loss reclassified into net income due to curtailment		(8,352)
Less: prior service credit (cost) reclassified into net income due to curtailment gain (loss)	644 11,554	(2,839) 22,336
	\$ 91,489	\$ 168,464

**13. 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 rate 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.

During the first quarter of 2009, an unanticipated change in Wisconsin tax law resulted in the Company establishing a valuation allowance of \$22.5 million related to net operating loss carryforwards with a corresponding charge to income tax expense.

During the second quarter of 2009, the Company incurred a \$28.4 million non-deductible goodwill impairment.

**14. Product Warranty and Safety Recall Campaigns**

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



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

	Three months ended		Six months ended	
	June 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
Balance, beginning of period	\$ 70,204	\$ 64,807	\$ 68,044	\$ 64,543
Warranties issued during the period	7,454	11,123	17,357	23,811
Settlements made during the period	(14,808)	(16,813)	(28,073)	(32,937)
Recalls and changes to pre-existing warranty liabilities	(281)	1,818	5,241	5,518
<b>Balance, end of period</b>	<b>\$ 62,569</b>	<b>\$ 60,935</b>	<b>\$ 62,569</b>	<b>\$ 60,935</b>

The liability for safety recall campaigns was \$2.7 million and \$3.0 million as of June 27, 2010 and June 28, 2009, respectively.

**15. 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 27, 2010 and June 28, 2009.

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 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
<b>Numerator:</b>				
Income from continuing operations used in computing basic and diluted earnings per share	\$ 139,287	\$ 33,377	\$ 208,028	\$ 161,430
<b>Denominator:</b>				
Denominator for basic earnings per share-weighted-average common shares	233,314	232,616	233,094	232,442
Effect of dilutive securities - employee stock compensation plan	1,539	904	1,399	646
Denominator for diluted earnings per share-adjusted weighted-average shares outstanding	234,853	233,520	234,493	233,088
<b>Earnings per common share from continuing operations:</b>				
Basic	\$ 0.60	\$ 0.14	\$ 0.89	\$ 0.69
Diluted	\$ 0.59	\$ 0.14	\$ 0.89	\$ 0.69

Outstanding options to purchase 4.2 million and 5.1 million shares of common stock for the three months ended June 27, 2010 and June 28, 2009, respectively, and 4.3 million and 5.5 million shares of common stock for the six months ended June 27, 2010 and June 28, 2009, respectively, were not included in the Company's computation of dilutive securities because the exercise price was greater than the market price and therefore the effect would have been anti-dilutive.

**Table of Contents****16. 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 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
<b><u>Pension and SERPA Benefits</u></b>				
Service cost	\$ 10,393	\$ 12,894	\$ 20,786	\$ 24,918
Interest cost	19,457	20,526	38,914	39,155
Expected return on plan assets	(24,344)	(24,103)	(48,688)	(45,855)
Amortization of unrecognized:				
Prior service cost	1,133	1,576	2,266	3,041
Net loss	5,642	3,064	11,284	6,091
Curtailement loss				4,164
Settlement loss			2,582	370
Net periodic benefit cost	\$ 12,281	\$ 13,957	\$ 27,144	\$ 31,884
<b><u>Postretirement Healthcare Benefits</u></b>				
Service cost	\$ 2,517	\$ 2,945	\$ 5,034	\$ 5,946
Interest cost	5,297	5,845	10,594	11,572
Expected return on plan assets	(2,445)	(2,858)	(4,890)	(5,652)
Amortization of unrecognized:				
Prior service credit	(629)	(297)	(1,258)	(584)
Net loss	2,251	1,424	4,502	2,866
Curtailement (gain) loss			(1,023)	369
Net periodic benefit cost	\$ 6,991	\$ 7,059	\$ 12,959	\$ 14,517

As disclosed in Note 5, the Company recorded restructuring expense of \$78.4 million related to its Motorcycles segment during the first half of 2010. The restructuring action resulted in a postretirement healthcare plan curtailment gain of \$1.0 million, which is included in the \$78.4 million restructuring expense, and a decrease to equity of \$1.0 million, or \$0.6 million net of tax, which is included in accumulated other comprehensive income, during the first half of 2010. During the first half of 2009, the Company recorded restructuring expense of \$50.0 million, which included a pension and postretirement healthcare plan curtailment loss of \$4.5 million, and an increase to equity of \$13.3 million.

During the first half of 2010, the Company incurred a \$2.6 million settlement loss related to its SERPA plans compared to a settlement loss of \$0.4 million during the first half of 2009. The settlement losses were the result of benefit payments made to former executives who departed from the Company during 2009.

**Table of Contents****17. 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 27, 2010	June 28, 2009	June 27, 2010	June 28, 2009
Motorcycles net revenue	\$ 1,135,101	\$ 1,135,734	\$ 2,172,436	\$ 2,414,166
Gross profit	396,984	387,195	776,531	861,241
Selling, administrative and engineering expense	208,952	197,871	414,156	406,042
Restructuring expense	30,125	15,131	78,361	49,993
<b>Operating income from Motorcycles</b>	<b>157,907</b>	<b>174,193</b>	<b>284,014</b>	<b>405,206</b>
Financial services income	173,705	123,967	343,542	228,634
Financial services expense	112,860	186,086	256,015	279,548
Goodwill impairment		28,387		28,387
<b>Operating income (loss) from Financial Services</b>	<b>60,845</b>	<b>(90,506)</b>	<b>87,527</b>	<b>(79,301)</b>
<b>Operating income</b>	<b>\$ 218,752</b>	<b>\$ 83,687</b>	<b>\$ 371,541</b>	<b>\$ 325,905</b>

As discussed in Note 2, Financial Services operating income for the three and six months ended June 27, 2010 includes the effects of consolidating formerly unconsolidated QSPEs.

As discussed in Note 3, Financial Services operating income for the three and six months ended June 28, 2009 includes a \$72.7 million charge related to increased provision for credit losses resulting from the one-time reclassification of finance receivables held for sale to finance receivables held for investment.

As discussed in Note 8, operating income from Financial Services for the three and six months ended June 28, 2009 includes an other-than-temporary impairment charge of \$15.0 million and \$32.2 million, respectively, related to the investment in retained securitization interests.

**18. 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*

The Company has 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 has submitted written responses to the EPA's inquiry and has 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.

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*Shareholder Lawsuits:*

*In re Harley-Davidson, Inc. Securities Litigation* was a consolidated shareholder securities class action lawsuit filed in the United States District Court for the Eastern District of Wisconsin. On October 2, 2006, the Lead Plaintiffs filed a Consolidated Class Action Complaint, which named the Company and certain former Company officers as defendants, that alleged securities law violations and sought unspecified damages relating generally to the Company's April 13, 2005 announcement that it was reducing short-term production growth and planned increases of motorcycle shipments. In 2006, the defendants filed a motion to dismiss the Consolidated Complaint. On October 8, 2009, the judge granted defendants motion to dismiss, and the clerk of court entered judgment dismissing the consolidated lawsuit. No appeal was taken from the final judgment and the dismissal of the case became final. Subsequently, on March 18, 2010, a group of individuals who appear to be inmates in a federal correctional institution filed a motion to intervene which was immediately dismissed by the District Court because judgment had already been entered. On April 5, 2010, two of the individuals filed notices of appeal of the dismissal. On May 27, 2010, the Court of Appeals for the Seventh Circuit dismissed the appeals for failure to pay the required docketing fees. The dismissal of the action again became final.

In 2005, three shareholder derivative lawsuits were filed in the United States District Court for the Eastern District of Wisconsin (one of which was later voluntarily dismissed), and two shareholder derivative lawsuits were filed in Milwaukee County Circuit Court on July 22, 2005 and November 16, 2005, against some or all of the following current or former directors and officers of the Company: Jeffrey L. Bleustein, James L. Ziemer, James M. Brostowitz, Barry K. Allen, Richard I. Beattie, George H. Conrades, Judson C. Green, Donald A. James, Sara L. Levinson, George L. Miles, Jr., James A. Norling, James A. McCaslin, Donna F. Zarccone, Jon R. Flickinger, Gail A. Lione, Ronald M. Hutchinson, W. Kenneth Sutton, Jr. and John A. Hevey. The lawsuits also name the Company as a nominal defendant. In general, the shareholder derivative complaints include factual allegations similar to those in the class action complaints and allege that officers and directors breached their fiduciary duties to the Company. In 2006, the state court consolidated the two state court derivative actions and appointed Lead Plaintiffs and Lead Plaintiffs' counsel, and the state court ordered that the consolidated state court derivative action be stayed until after motions to dismiss the federal securities class action were decided.

On November 24, 2009, both federal court derivative plaintiffs moved to voluntarily dismiss their lawsuits and all claims without prejudice. On November 30, 2009, the federal court entered orders granting the motions and dismissing the federal court derivative lawsuits without prejudice, and those cases are now closed. Lead plaintiffs in the consolidated state court derivative action filed an amended complaint on February 22, 2010 and defendants moved to dismiss the amended complaint in its entirety on April 26, 2010. Further briefing and a hearing on the motion to dismiss are pending.

The Company believes the allegations in the state court derivative lawsuit are without merit and it intends to vigorously defend against the suit. The Company is unable to predict the scope or outcome or quantify their eventual impact, if any, on the Company. At this time, the Company is also unable to estimate associated expenses or possible losses. The Company maintains insurance that may limit its financial exposure for defense costs and liability for an unfavorable outcome, should it not prevail, for claims covered by the insurance coverage.

*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.



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

Although the RI/FS is still underway and substantial uncertainty exists concerning the nature and scope of the additional environmental investigation and remediation that will ultimately be required at the York facility, the Company estimates that its share of the future Response Costs at the York facility will be approximately \$5.9 million. The Company has established reserves for this amount, which are included in accrued liabilities in the Condensed Consolidated Balance Sheets.

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.

## **19. Supplemental Consolidating Data**

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

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	Three months ended June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
<b>Revenue:</b>				
Motorcycles and related products	\$ 1,135,562	\$	\$ (461)	\$ 1,135,101
Financial services		174,327	(622)	173,705
<b>Total revenue</b>	<b>1,135,562</b>	<b>174,327</b>	<b>(1,083)</b>	<b>1,308,806</b>
<b>Costs and expenses:</b>				
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
<b>Total costs and expenses</b>	<b>977,816</b>	<b>113,321</b>	<b>(1,083)</b>	<b>1,090,054</b>
<b>Operating income</b>	<b>157,746</b>	<b>61,006</b>		<b>218,752</b>
Investment income	1,551			1,551
Interest expense	23,591			23,591
<b>Income before provision for income taxes</b>	<b>135,706</b>	<b>61,006</b>		<b>196,712</b>
Provision for income taxes	35,463	21,962		57,425
<b>Income from continuing operations</b>	<b>100,243</b>	<b>39,044</b>		<b>139,287</b>
Loss from discontinued operations, net of tax	(68,130)			(68,130)
<b>Net income</b>	<b>\$ 32,113</b>	<b>\$ 39,044</b>	<b>\$</b>	<b>\$ 71,157</b>

	Six months ended June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
<b>Revenue:</b>				
Motorcycles and related products	\$ 2,172,897	\$	\$ (461)	\$ 2,172,436
Financial services		343,852	(310)	343,542
<b>Total revenue</b>	<b>2,172,897</b>	<b>343,852</b>	<b>(771)</b>	<b>2,515,978</b>
<b>Costs and expenses:</b>				
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
<b>Total costs and expenses</b>	<b>1,888,732</b>	<b>256,476</b>	<b>(771)</b>	<b>2,144,437</b>
<b>Operating income</b>	<b>284,165</b>	<b>87,376</b>		<b>371,541</b>
Investment income	2,427			2,427
Interest expense	47,046			47,046
<b>Income before provision for income taxes</b>	<b>239,546</b>	<b>87,376</b>		<b>326,922</b>
Provision for income taxes	87,438	31,456		118,894

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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

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	<b>Three months ended June 28, 2009</b>			
	<b>Motorcycles &amp; Related Products Operations</b>	<b>Financial Services Operations</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Revenue:</b>				
Motorcycles and related products	\$ 1,135,734	\$	\$	\$ 1,135,734
Financial services		125,079	(1,112)	123,967
<b>Total revenue</b>	<b>1,135,734</b>	<b>125,079</b>	<b>(1,112)</b>	<b>1,259,701</b>
<b>Costs and expenses:</b>				
Motorcycles and related products cost of goods sold	748,539			748,539
Financial services interest expense		79,118		79,118
Financial services provision for credit losses		75,475		75,475
Selling, administrative and engineering expense	198,983	31,493	(1,112)	229,364
Restructuring expense	15,131			15,131
Goodwill impairment		28,387		28,387
<b>Total costs and expenses</b>	<b>962,653</b>	<b>214,473</b>	<b>(1,112)</b>	<b>1,176,014</b>
<b>Operating income</b>	<b>173,081</b>	<b>(89,394)</b>		<b>83,687</b>
Investment income	317			317
Interest expense	840			840
<b>Income (loss) before provision for income taxes</b>	<b>172,558</b>	<b>(89,394)</b>		<b>83,164</b>
Provision for (benefit from) income taxes	71,616	(21,829)		49,787
<b>Income (loss) from continuing operations</b>	<b>100,942</b>	<b>(67,565)</b>		<b>33,377</b>
Loss from discontinued operations, net of tax	(13,627)			(13,627)
<b>Net income (loss)</b>	<b>\$ 87,315</b>	<b>\$ (67,565)</b>	<b>\$</b>	<b>\$ 19,750</b>

	<b>Six months ended June 28, 2009</b>			
	<b>Motorcycles &amp; Related Products Operations</b>	<b>Financial Services Operations</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Revenue:</b>				
Motorcycles and related products	\$ 2,414,166	\$	\$	\$ 2,414,166
Financial services		229,271	(637)	228,634
<b>Total revenue</b>	<b>2,414,166</b>	<b>229,271</b>	<b>(637)</b>	<b>2,642,800</b>
<b>Costs and expenses:</b>				
Motorcycles and related products cost of goods sold	1,552,925			1,552,925
Financial services interest expense		132,818		132,818
Financial services provision for credit losses		81,386		81,386
Selling, administrative and engineering expense	406,679	65,344	(637)	471,386
Restructuring expense	49,993			49,993
Goodwill impairment		28,387		28,387
<b>Total costs and expenses</b>	<b>2,009,597</b>	<b>307,935</b>	<b>(637)</b>	<b>2,316,895</b>
<b>Operating income (loss)</b>	<b>404,569</b>	<b>(78,664)</b>		<b>325,905</b>
Investment income	2,270			2,270
Interest expense	10,586			10,586
<b>Income (loss) before provision for income taxes</b>	<b>396,253</b>	<b>(78,664)</b>		<b>317,589</b>

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Provision for (benefit from) income taxes	173,991	(17,832)	156,159
Income (loss) from continuing operations	222,262	(60,832)	161,430
Loss from discontinued operations, net of tax	(24,333)		(24,333)
Net income (loss)	\$ 197,929	\$ (60,832)	\$ 137,097

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	June 27, 2010			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
<b>ASSETS</b>				
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
<b>Total current assets</b>	<b>2,438,965</b>	<b>2,417,688</b>	<b>(270,652)</b>	<b>4,586,001</b>
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
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
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
<b>Total current liabilities</b>	<b>943,694</b>	<b>1,707,161</b>	<b>(273,455)</b>	<b>2,377,400</b>
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 benefits	265,326			265,326
Other long-term liabilities	135,830	11,859		147,689
Commitments and contingencies (Note 18)				
<b>Total shareholders' equity</b>	<b>1,326,065</b>	<b>875,879</b>	<b>(64,940)</b>	<b>2,137,004</b>
	\$ 3,515,030	\$ 7,047,258	\$ (338,395)	\$ 10,223,893

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	December 31, 2009			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$ 1,141,862	\$ 488,571	\$	\$ 1,630,433
Marketable securities	39,685			39,685
Accounts receivable, net	356,932		(87,561)	269,371
Finance receivables held for investment, net		1,436,114		1,436,114
Inventories	323,029			323,029
Assets of discontinued operations	181,211			181,211
Other current assets	191,748	270,358		462,106
<b>Total current assets</b>	<b>2,234,467</b>	<b>2,195,043</b>	<b>(87,561)</b>	<b>4,341,949</b>
Finance receivables held for investment, net		3,621,048		3,621,048
Property, plant and equipment, net	872,336	34,570		906,906
Goodwill	31,400			31,400
Other long-term assets	293,681	26,932	(66,398)	254,215
	<b>\$ 3,431,884</b>	<b>\$ 5,877,593</b>	<b>\$ (153,959)</b>	<b>\$ 9,155,518</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
Current liabilities:				
Accounts payable	\$ 141,097	\$ 108,979	\$ (87,561)	\$ 162,515
Accrued liabilities	447,021	69,644	(2,581)	514,084
Liabilities of discontinued operations	69,535			69,535
Short-term debt		189,999		189,999
Current portion of long-term debt	204,959	1,127,132		1,332,091
<b>Total current liabilities</b>	<b>862,612</b>	<b>1,495,754</b>	<b>(90,142)</b>	<b>2,268,224</b>
Long-term debt	600,000	3,514,039		4,114,039
Pension liability	245,332			245,332
Postretirement healthcare benefits	264,472			264,472
Other long-term liabilities	143,905	11,428		155,333
Commitments and contingencies (Note 18)				
<b>Total shareholders' equity</b>	<b>1,315,563</b>	<b>856,372</b>	<b>(63,817)</b>	<b>2,108,118</b>
	<b>\$ 3,431,884</b>	<b>\$ 5,877,593</b>	<b>\$ (153,959)</b>	<b>\$ 9,155,518</b>

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	June 28, 2009			
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations	Consolidated
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$ 599,283	\$ 424,118	\$	\$ 1,023,401
Accounts receivable, net	527,311		(273,767)	253,544
Note receivable from HDFS	600,000		(600,000)	
Finance receivables held for sale				
Finance receivables held for investment, net		1,651,700		1,651,700
Inventories	403,524			403,524
Assets of discontinued operations	243,925			243,925
Other current assets	147,661	198,638		346,299
<b>Total current assets</b>	<b>2,521,704</b>	<b>2,274,456</b>	<b>(873,767)</b>	<b>3,922,393</b>
Finance receivables held for sale				
Finance receivables held for investment, net		3,472,325		3,472,325
Property, plant and equipment, net	945,206	37,844		983,050
Goodwill	31,439	453		31,892
Other long-term assets	423,192	25,309	(93,475)	355,026
	\$ 3,921,541	\$ 5,810,387	\$ (967,242)	\$ 8,764,686
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>				
Current liabilities:				
Accounts payable	\$ 231,691	\$ 315,065	\$ (273,767)	\$ 272,989
Accrued liabilities	453,616	71,851	(2,234)	523,233
Liabilities of discontinued operations	72,349			72,349
Short-term debt		1,690,910		1,690,910
<b>Total current liabilities</b>	<b>757,656</b>	<b>2,077,826</b>	<b>(276,001)</b>	<b>2,559,481</b>
Long-term debt	782,751	2,255,636		3,038,387
Note payable to HDMC		600,000	(600,000)	
Pension liability	491,021			491,021
Postretirement healthcare benefits	263,712			263,712
Other long-term liabilities	146,028	13,274		159,302
Commitments and contingencies (Note 18)				
<b>Total shareholders equity</b>	<b>1,480,373</b>	<b>863,651</b>	<b>(91,241)</b>	<b>2,252,783</b>
	\$ 3,921,541	\$ 5,810,387	\$ (967,242)	\$ 8,764,686



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	Six months ended June 27, 2010			Consolidated
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	
<b>Cash flows from operating activities:</b>				
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
<b>Adjustments to reconcile income from continuing operations to cash provided by operating activities:</b>				
Depreciation	133,208	3,392		136,600
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
Curtailed and settlement expense	1,558			1,558
Provision for credit losses		41,068		41,068
Foreign currency adjustments	(14,429)			(14,429)
Other, net	13,599	75,109		88,708
<b>Change in current assets and current liabilities:</b>				
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)
<b>Total adjustments</b>	<b>144,931</b>	<b>272,125</b>	<b>100,926</b>	<b>517,982</b>
<b>Net cash provided by operating activities of continuing operations</b>	<b>297,039</b>	<b>328,045</b>	<b>100,926</b>	<b>726,010</b>
<b>Cash flows from investing activities of continuing operations:</b>				
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
<b>Net cash (used by) provided by investing activities of continuing operations</b>	<b>(92,035)</b>	<b>262,469</b>	<b>(100,956)</b>	<b>69,478</b>
<b>Cash flows from financing activities of continuing operations:</b>				
Repayments of securitization debt		(1,007,271)		(1,007,271)
Net (decrease) increase 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

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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

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	Six months ended June 28, 2009			Consolidated
	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	
<b>Cash flows from operating activities:</b>				
Net income (loss)	\$ 197,929	\$ (60,832)	\$	\$ 137,097
Loss from discontinued operations	(24,333)			(24,333)
Income (loss) from continuing operations	222,262	(60,832)		161,430
Adjustments to reconcile income from continuing operations to cash cash provided by operating activities:				
Depreciation	119,970	3,882		123,852
Provision for employee long-term benefits	46,286	403		46,689
Contributions to pension and postretirement plans	(14,510)			(14,510)
Stock compensation expense	6,334	288		6,622
Net change in wholesale finance receivables			129,075	129,075
Origination of retail finance receivables held for sale		(1,180,467)		(1,180,467)
Collections of retail finance receivables held for sale		473,989		473,989
Impairment of investment in retained securitization interests		32,165		32,165
Lower of cost or FMV adj. on finance receivables HFS		5,895		5,895
Provision for credit losses		81,386		81,386
Goodwill impairment		28,387		28,387
Foreign currency adjustments	(28,866)			(28,866)
Other, net	16,108	19,091		35,199
<b>Change in current assets and current liabilities:</b>				
Accounts receivable	47,066		(32,666)	14,400
Finance receivables - accrued interest and other		1,064		1,064
Inventories	(9,814)			(9,814)
Accounts payable and accrued liabilities	(23,218)	(72,996)	32,665	(63,549)
Restructuring reserves	29,115			29,115
Derivative instruments	8,946	(8,770)		176
Other	4,484	(1,684)		2,800
<b>Total adjustments</b>	<b>201,901</b>	<b>(617,367)</b>	<b>129,074</b>	<b>(286,392)</b>
Net cash provided by (used by) operating activities of continuing operations	424,163	(678,199)	129,074	(124,962)
<b>Cash flows from investing activities:</b>				
Capital expenditures	(45,303)	(3,810)		(49,113)
Origination of finance receivables held for investment		(2,143,374)	1,861,888	(281,486)
Collections of finance receivables held for investment		2,246,350	(1,990,963)	255,387
Collection of retained securitization interests		26,904		26,904
Net cash (used by) provided by investing activities	(45,303)	126,070	(129,075)	(48,308)
<b>Cash flows from financing activities:</b>				
Proceeds from issuance of senior unsecured notes	589,255			589,255
Loan to HDFS	(600,000)	600,000		
Proceeds from securitization debt		497,771		497,771
Repayments of securitization debt		(13,907)		(13,907)
Net decrease in credit facilities and unsecured commercial paper		(392,366)		(392,366)
Net borrowings of asset-backed commercial paper		87,706		87,706

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Net change in restricted cash		(76,658)		(76,658)
Dividends paid	(46,913)			(46,913)
Purchase of common stock for treasury	(296)			(296)
Excess tax benefits from share based payments	147			147
Issuance of common stock under employee stock option plans	10			10
Net cash (used by) provided by financing activities of continuing operations	(57,797)	702,546		644,749
Effect of exchange rate changes on cash and cash equivalents of continuing operations	18,342	319	1	18,662
Net increase in cash and cash equivalents of continuing operations	339,405	150,736		490,141
Cash flows from discontinued operations:				
Cash flows from operating activities of discontinued operations	(39,445)			(39,445)
Cash flows from investing activities of discontinued operations	(11,843)			(11,843)
Effect of exchange rate changes on cash and cash equivalents of discontinued operations	(1,217)			(1,217)
	(52,505)			(52,505)
Net increase in cash and cash equivalents	\$ 286,900	\$ 150,736	\$	\$ 437,636
Cash and cash equivalents:				
Cash and cash equivalents - beginning of period	\$ 295,512	\$ 273,382	\$	\$ 568,894
Cash and cash equivalents of discontinued operations - beginning of period	24,664			24,664
Net increase in cash and cash equivalents	286,900	150,736		437,636
Less: Cash and cash equivalents of discontinued operations - end of period	(7,793)			(7,793)
Cash and cash equivalents - end of period	\$ 599,283	\$ 424,118	\$	\$ 1,023,401

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**20. Subsequent Events**

On July 28, 2010, the 2009 Conduit Loan Agreement was extended to September 10, 2010 by mutual agreement of HDFS and its lenders.

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

Harley-Davidson, Inc. is the parent company for the groups of companies doing business as Harley-Davidson Motor Company (HDMC), Harley-Davidson Financial Services (HDFS), Buell Motorcycle Company (Buell) and MV Agusta (MV). HDMC produces heavyweight custom 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 and Buell 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 \$139.3 million for the second quarter of 2010, up \$105.9 million over prior year driven by higher operating income from Financial Services. Operating income for the Financial Services segment improved by \$151.4 million during the second quarter of 2010 compared to the second quarter of 2009; however, second quarter 2009 results were adversely affected by two non-recurring, non-cash charges totaling \$101.1 million. During the second quarter of 2009, the operating loss from Financial Services included a \$72.7 million credit loss provision related to a reclassification of finance receivables held for sale to finance receivables held for investment; and a \$28.4 million goodwill impairment charge to write off goodwill related to the original purchase of HDFS.

Overall, retail sales of the Company's Harley-Davidson motorcycles continue to be affected by the difficult economic environment; however, the Company continues to be encouraged by a moderation in the rate of decline for retail sales of Harley-Davidson motorcycles. Worldwide retail sales of new Harley-Davidson motorcycles declined 5.5% in the second quarter of 2010 compared to last year's second quarter. Second quarter 2010 results reflect a sequential moderation in the rate of decline from the prior four quarters, although the basis for comparison has decreased over that period. The rates of decline in retail sales for the preceding four quarters were 30.1%, 21.3%, 21.4% and 18.2% for the quarters ended June 2009, September 2009, December 2009 and March 2010, respectively.

Please refer to the Results of Operations for the Three Months Ended June 27, 2010 and Results of Operations for the Six Months Ended June 27, 2010 for a further discussion of results.

### **Restructuring Activities<sup>(1)</sup>**

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 in 2012. The actions were designed to reduce administrative costs, eliminate excess capacity and exit

### **(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, 2009. 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 5, 2010), and the Company disclaims any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.



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non-core business operations. The Company's significant planned actions, which the Company believes are generally proceeding on schedule, include:

consolidating its two engine and transmission plants in the Milwaukee area into its facility in Menomonee Falls, Wisconsin;

closing its distribution facility in Franklin, Wisconsin and consolidating Parts and Accessories and General Merchandise distribution through a third party;

discontinuing the domestic transportation fleet;

consolidating its vehicle test facilities from three locations in Alabama, Arizona and Florida into one location in Arizona;

restructuring its York, Pennsylvania motorcycle production facility to focus on the core operations of motorcycle assembly, metal fabrication and paint; and

exiting the Buell product line. The Company ceased production of Buell motorcycles at the end of October 2009 and the sale of remaining Buell motorcycle inventory to independent dealers and/or distributors is expected to be completed during 2010.

The 2009 restructuring plans include 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. These headcount reductions began in 2009 and are expected to be completed during 2011.

During the first half of 2010, the Company incurred \$78.4 million in restructuring and impairment expense related to these activities. This is in addition to \$224.3 million in restructuring and impairment expense incurred in 2009. The Company expects total costs for these restructuring activities to result in one-time restructuring and impairment expenses of \$430 million to \$460 million from 2009 through 2012 of which approximately 30% are expected to be non-cash. In 2010, the Company expects to incur restructuring expenses of \$175 million to \$195 million. The Company anticipates annual ongoing total savings from restructuring of approximately \$240 million to \$260 million upon completion of all announced restructuring activities. In the near-term, the Company has realized or estimates that it will realize savings from these restructuring activities, measured against 2008 spending, as follows:

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

2010 - \$135 million to \$155 million (70-80% operating expense and 20-30% cost of sales);

2011 - \$220 million to \$240 million (45-55% operating expense and 45-55% cost of sales);

2012 - \$230 million to \$250 (40-50% operating expense and 50-60% cost of sales); and

Ongoing annually upon completion - \$240 million to \$260 million (40-50% operating expense and 50-60% cost of sales).

The Company and the unions representing its Wisconsin production employees began negotiations in July 2010 on new labor agreements that would take effect upon the expiration of the current contracts in April 2012. Through the negotiation of new agreements, the Company seeks to



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close large cost gaps in its Milwaukee-area and Tomahawk production operations and improve flexibility to meet seasonal and other customer-driven production needs. If the Company is unable to achieve those objectives through agreement with the unions by mid-September 2010, the Company has said it will move Wisconsin production operations to another U.S. location. The financial effects of a decision on Wisconsin production operations are not included in the restructuring costs and savings delineated above. The Company will provide updated cost and savings information at such time as it discloses a final decision on the Wisconsin operations. The Company will retain corporate headquarters, product development and the Harley-Davidson Museum in Milwaukee, regardless of the outcome of its decision on production operations.

**Table of Contents****Discontinued Operations**

The Company's efforts to sell MV are progressing and the Company expects to complete its divestiture of MV during 2010. 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.

**Outlook<sup>(1)</sup>**

On July 20, 2010, the Company reiterated its guidance to ship 201,000 to 212,000 Harley-Davidson motorcycles to dealers in 2010 and announced its expectation to ship 53,000 to 58,000 Harley-Davidson motorcycles in the third quarter of 2010.

On July 20, 2010, the Company announced that it expects gross margin to be between 32.5% and 34.0% for the full year of 2010, an increase from the prior estimate of 32.0% to 33.5%. The Company is pleased with its first half 2010 gross margin performance; however, the Company expects that gross margins in the second half of 2010 will not benefit from product mix to the extent they have in the first half of 2010. Also, the Company expects unfavorable margin impacts from foreign exchange rates and raw material prices during the second half of 2010.

The Company also announced on July 20, 2010 that it expects its 2010 full year effective income tax rate to be approximately 36.0% for continuing operations. In addition, on July 20, 2010, the Company confirmed its expected capital expenditures for 2010 of approximately \$235 million to \$255 million including approximately \$95 million to \$110 million for capital expenditures made in connection with its restructuring activities in 2010. The Company anticipates it will have the ability to fund all capital expenditures in 2010 with internally generated funds.

**Results of Operations for the Three Months Ended June 27, 2010****Compared to the Three Months Ended June 28, 2009****Consolidated Results**

(in thousands, except earnings per share)	Three months ended		(Decrease) Increase	% Change
	June 27, 2010	June 28, 2009		
Operating income from motorcycles & related products	\$ 157,907	\$ 174,193	\$ (16,286)	(9.3%)
Operating income (loss) from financial services	60,845	(90,506)	151,351	N/M
Operating income	218,752	83,687	135,065	161.4
Investment income	1,551	317	1,234	389.3
Interest expense	23,591	840	22,751	N/M
Income before income taxes	196,712	83,164	113,548	136.5
Provision for income taxes	57,425	49,787	7,638	15.3
Income from continuing operations	139,287	33,377	105,910	317.3
Loss from discontinued operations, net of income taxes	(68,130)	(13,627)	(54,503)	400.0
Net income	\$ 71,157	\$ 19,750	\$ 51,407	260.3%
Diluted earnings per share from continuing operations	\$ 0.59	\$ 0.14	\$ 0.45	321.4%
Diluted loss per share from discontinued operations	\$ (0.29)	\$ (0.06)	\$ (0.23)	383.3%
Diluted earnings per share	\$ 0.30	\$ 0.08	\$ 0.22	275.0%

Operating income for the Motorcycles segment during the second quarter of 2010 was adversely impacted by an increase in restructuring expenses and higher operating expenses. Operating income for the Financial Services segment improved by \$151.4 million during the second quarter of 2010; however, second quarter 2009 results were adversely affected by two non-recurring, non-cash charges totaling \$101.1 million. The remaining improvement in the Financial Services segment results was partially due to improved credit performance in the retail motorcycle

loan portfolio and a lower cost of funds.

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Interest expense for the second quarter of 2010 includes \$22.5 million related to the Company's \$600.0 million senior unsecured notes issued in February 2009. Prior to the end of the first quarter of 2009, the Company transferred the full proceeds from the issuance of the notes to HDFS to fund HDFS operations. As HDFS diversified its debt structure through a combination of actions during 2009, its funding profile improved. During the fourth quarter of 2009, HDFS transferred the full proceeds back to the Company. As a result, interest expense for 2009 includes interest on the notes only during the periods when the full proceeds were held at HDMC. Interest expense for the periods during which the proceeds were held by HDFS is included in financial services interest expense.

The effective income tax rate for the second quarter of 2010 was 29.2% compared to 59.9% for the second quarter of 2009. The decrease in the effective income tax rate from the second quarter of 2009 to the second quarter of 2010 was generally due to the non-recurrence of a \$28.4 million non-deductible goodwill charge incurred during the second quarter of 2009 as well as 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 Retail Sales**

Worldwide independent dealer retail sales of Harley-Davidson motorcycles decreased 5.5% during the second quarter of 2010 compared to the second quarter of 2009. Retail sales results continue to be impacted on a global basis by difficult economic conditions. Retail sales of Harley-Davidson motorcycles decreased 8.4% in the United States and 0.2% internationally in the quarter. On an industry-wide basis, the heavyweight (651+cc) portion of the market was down 10.1% in the United States for the three months ended June 30, 2010 and down 2.2% in Europe for the three months ended May 31, 2010 when compared to the same periods in 2009. The following table includes retail unit sales of Harley-Davidson motorcycles:

**Harley-Davidson Motorcycle Retail Sales<sup>(a)</sup>****Heavyweight (651+cc)**

	<b>Three months ended</b>		<b>(Decrease)</b>	<b>%</b>
	<b>June 30,</b>	<b>June 30,</b>	<b>Increase</b>	<b>Change</b>
	<b>2010</b>	<b>2009</b>		
<b><u>North America Region</u></b>				
United States	49,841	54,410	(4,569)	(8.4%)
Canada	4,897	5,015	(118)	(2.4)
Total North America Region	54,738	59,425	(4,687)	(7.9)
<b><u>Europe Region (Includes Middle East and Africa)</u></b>				
Europe <sup>(b)</sup>	15,909	15,327	582	3.8
Other	1,207	971	236	24.3
Total Europe Region	17,116	16,298	818	5.0
<b><u>Asia Pacific Region</u></b>				
Japan	3,237	4,022	(785)	(19.5)
Other	2,222	2,403	(181)	(7.5)
Total Asia Pacific Region	5,459	6,425	(966)	(15.0)
<b><u>Latin America Region</u></b>				
	1,633	1,420	213	15.0
Total Worldwide Retail Sales	78,946	83,568	(4,622)	(5.5%)

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- (a) Data source for retail sales figures shown above is 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 Harley-Davidson Motorcycle Retail Sales data.

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(b) Data for Europe include 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				(Decrease) Increase	% Change
	June 27, 2010		June 28, 2009			
United States	33,957	57.5%	35,194	60.5%	(1,237)	(3.5%)
International	25,089	42.5%	22,985	39.5%	2,104	9.2
<b>Harley-Davidson motorcycle units</b>	<b>59,046</b>	<b>100.0%</b>	<b>58,179</b>	<b>100.0%</b>	<b>867</b>	<b>1.5%</b>
Touring motorcycle units	20,486	34.7%	20,989	36.1%	(503)	(2.4%)
Custom motorcycle units*	24,170	40.9%	22,245	38.2%	1,925	8.7
Sportster motorcycle units	14,390	24.4%	14,945	25.7%	(555)	(3.7)
<b>Harley-Davidson motorcycle units</b>	<b>59,046</b>	<b>100.0%</b>	<b>58,179</b>	<b>100.0%</b>	<b>867</b>	<b>1.5%</b>
Buell motorcycle units	620		2,702		(2,082)	(77.1%)

\* Custom motorcycle units, as used in this table, include Dyna, Softail, VRSC and CVO models.

The Company shipped 59,046 Harley-Davidson motorcycles worldwide during the second quarter of 2010, which was 1.5% higher than the second quarter of 2009. The second quarter 2010 shipment volume was in line with Company expectations and resulted in approximately 21,000 fewer new Harley-Davidson motorcycle units in U.S. dealer inventory at the end of the second quarter of 2010 compared to the end of the second quarter of 2009. Touring motorcycle unit mix decreased 1.4 percentage points while Sportster motorcycle mix decreased 1.3 percentage points from the second quarter 2009 to the second quarter 2010. Despite the decrease from prior year, Sportster motorcycle mix in the second quarter of 2010 was higher than the historical range of 18% to 22% primarily due to initial dealer shipments of the new Forty-Eight™ model. Sportster motorcycle mix in the second quarter of 2009 was higher than the historical range primarily due to increased Sportster production in anticipation of a more price-conscious consumer during the remainder of 2009. The Company announced on July 20, 2010 that it anticipates shipping between 53,000 to 58,000 Harley-Davidson motorcycle units in the third quarter of 2010.<sup>(1)</sup>

**Table of Contents****Segment Results**

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

	Three months ended			
	June 27, 2010	June 28, 2009	Increase (Decrease)	% Change
<b>Revenue:</b>				
Harley-Davidson motorcycles	\$ 831,631	\$ 808,709	\$ 22,922	2.8%
Buell motorcycles	116	22,132	(22,016)	(99.5)
	831,747	830,841	906	0.1
Parts & Accessories	231,784	231,339	445	0.2
General Merchandise	67,360	69,600	(2,240)	(3.2)
Other	4,210	3,954	256	6.5
Total revenue	1,135,101	1,135,734	(633)	(0.1)
Cost of goods sold	738,117	748,539	(10,422)	(1.4)
Gross profit	396,984	387,195	9,789	2.5
Selling & administrative expense	179,445	162,634	16,811	10.3
Engineering expense	29,507	35,237	(5,730)	(16.3)
Restructuring expense	30,125	15,131	14,994	99.1
Operating expense	239,077	213,002	26,075	12.2
Operating income from motorcycles	\$ 157,907	\$ 174,193	\$ (16,286)	(9.3%)

The following table includes the estimated impact of significant factors affecting the comparability of revenues and gross profit from the second quarter of 2009 to the second quarter of 2010 (in millions):

	Net Revenue	Cost of Goods Sold	Gross Profit
June 28, 2009	\$ 1,136	\$ 749	\$ 387
Volume	(14)	(9)	(5)
Foreign currency exchange rates and hedging	(9)	2	(11)
Product mix	22	(3)	25
Raw material prices		5	(5)
Manufacturing costs		(6)	6
Total	(1)	(11)	10
June 27, 2010	\$ 1,135	\$ 738	\$ 397

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Foreign currency exchange rate changes, primarily due to a weakening Euro during the second quarter of 2010 relative to the second quarter 2009, resulted in a negative impact on net revenue. In addition, gains and losses associated with foreign currency hedging (included in cost of goods sold) were also unfavorable when compared to the same period last year resulting in an overall negative impact on gross margins.

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

Lower manufacturing costs were the result of productivity gains partially offset by higher other costs including product cost associated with new models and increased product content, such as new features and options on the Company's motorcycles. The net increase in operating expense was primarily due to the Company's previously announced restructuring activities and an increase in expense associated with the Company's variable incentive compensation programs. 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		Increase (Decrease)	% Change
	June 27, 2010	June 28, 2009		
Interest income	\$ 160,045	\$ 106,159	\$ 53,886	50.8%
Loss from securitizations		(7,676)	7,676	N/M
Other income	13,660	25,484	(11,824)	(46.4)
Financial services revenue	173,705	123,967	49,738	40.1
Interest expense	69,121	79,118	(9,997)	(12.6)
Provision for credit losses	9,262	75,475	(66,213)	(87.7)
Operating expenses	34,477	31,493	2,984	9.5
Goodwill impairment		28,387	(28,387)	N/M
Financial services expense	112,860	214,473	(101,613)	(47.4)
Operating income (loss) from financial services	\$ 60,845	\$ (90,506)	\$ 151,351	N/M

On January 1, 2010, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140 (codified within ASC Topic 860), and SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (codified in ASC Topic 810). As a result of the adoption of the new accounting guidance, the Company consolidated the assets and liabilities of its formerly unconsolidated QSPEs on January 1, 2010. Beginning on January 1, 2010, the Company began recognizing interest income and credit losses on the previously unconsolidated securitized receivables and interest expense on the related debt within its statements of operations. The Company's statement of operations no longer includes income from securitizations including the initial gain or loss previously recorded on off-balance sheet securitizations, income on the investment in retained securitization interests and servicer fees. In addition, the Company no longer incurs charges related to other-than-temporary impairments on its investment in retained securitization interests as that asset has been derecognized.

Interest income for the three months ended June 27, 2010 benefited primarily from higher average retail finance receivables, which was driven by the consolidation of formerly off-balance sheet QSPEs. Interest expense was lower due to more favorable cost of funds, partially offset by increased borrowings related to the newly consolidated securitization trusts.





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There was no income or loss from securitizations during the second quarter of 2010 due to the elimination of the investment in retained securitization interests. During the second quarter of 2009, HDFS recorded a \$15.0 million other-than-temporary impairment of certain retained securitization interests due to higher actual and anticipated credit losses partially offset by a slowing in actual and expected prepayment speeds. Partially offsetting the other-than-temporary impairment was \$7.4 million of income earned from the investment in the retained securitization interests.

Other income decreased during the second quarter of 2010 compared to the second quarter of 2009 primarily due to a \$2.2 million derivative loss and no servicer fee income. As a result of the consolidation of the formerly off-balance sheet securitization trusts, the Company no longer records servicer fee income from servicing off-balance sheet finance receivables. During the second quarter of 2009, the Company earned \$6.7 million of servicer fee income.

The provision for credit losses related to retail and wholesale receivables decreased by \$61.0 million and \$4.5 million, respectively, in the second quarter of 2010 compared to the second quarter of 2009. The decrease in the provision for retail credit losses was primarily driven by the second quarter 2009 reclassification of \$3.14 billion of finance receivables held for sale to finance receivables held for investment. The reclassification resulted in a \$72.7 million increase in the allowance for finance credit losses during the second quarter of 2009. The decrease in the provision for wholesale credit losses is primarily due to lower overall wholesale finance receivables outstanding.

Changes in the allowance for finance credit losses on finance receivables held for investment, including finance receivables held by variable interest entities (VIEs), were as follows (in thousands):

	<b>Three months ended</b>	
	<b>June 27, 2010</b>	<b>June 28, 2009</b>
Balance, beginning of period	\$ 192,100	\$ 40,534
Provision for finance credit losses	9,261	75,474
Charge-offs, net of recoveries	(18,378)	(1,673)
Balance, end of period	\$ 182,983	\$ 114,335

At June 27, 2010, the allowance for finance credit losses on finance receivables held for investment was \$170.5 million for retail receivables, which includes \$107.4 million related to finance receivables held by VIEs, and \$12.5 million for wholesale receivables. See Note 7 of Notes to Condensed Consolidated Financial Statements for more information on the Company's VIEs. The allowance for finance credit losses on finance receivables held for investment was \$99.2 million for retail receivables and \$15.1 million for wholesale receivables at June 28, 2009.

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.

As discussed in Note 6 of Notes to Condensed Consolidated Financial Statements, during the three months ended June 28, 2009, the Company recorded an impairment charge of \$28.4 million related to the goodwill associated with HDFS.

**Table of Contents****Results of Operations for the Six Months Ended June 27, 2010****Compared to the Six Months Ended June 28, 2009****Consolidated Results**

(in thousands, except earnings per share)	Six months ended		(Decrease)	%
	June 27, 2010	June 28, 2009	Increase	Change
Operating income from motorcycles & related products	\$ 284,014	\$ 405,206	\$ (121,192)	(29.9%)
Operating income (loss) from financial services	87,527	(79,301)	166,828	N/M
Operating income	371,541	325,905	45,636	14.0
Investment income	2,427	2,270	157	6.9
Interest expense	47,046	10,586	36,460	344.4
Income before income taxes	326,922	317,589	9,333	2.9
Provision for income taxes	118,894	156,159	(37,265)	(23.9)
Income from continuing operations	208,028	161,430	46,598	28.9
Loss from discontinued operations, net of income taxes	(103,546)	(24,333)	(79,213)	325.5
Net income	\$ 104,482	\$ 137,097	\$ (32,615)	(23.8%)
Diluted earnings per share from continuing operations	\$ 0.89	\$ 0.69	\$ 0.20	29.0%
Diluted loss per share from discontinued operations	\$ (0.44)	\$ (0.10)	\$ (0.34)	(340.0%)
Diluted earnings per share	\$ 0.45	\$ 0.59	\$ (0.14)	(23.7%)

Motorcycles operating income fell 29.9% during the first half of 2010 driven by a decrease in shipments of Harley-Davidson motorcycles and restructuring charges. Operating income for the Financial Services segment improved by \$166.8 million during the first half of 2010 primarily due to improved credit performance in the retail motorcycle loan portfolio, lower cost of funds and two non-recurring, non-cash charges totaling \$101.1 million that were incurred during the first half of 2009. The lower cost of funds was due in part to HDFS repayment in the fourth quarter of 2009 of amounts related to the Company's \$600.0 million senior unsecured notes issued in February 2009.

Interest expense for the first six months of 2010 includes \$45.0 million related to the Company's senior unsecured notes, compared to \$8.0 million in the first half of 2009. Prior to the end of the first quarter of 2009, the Company transferred the full proceeds from the issuance of the notes to HDFS to fund HDFS operations. As HDFS diversified its debt structure through a combination of actions during 2009, its funding profile improved. During the fourth quarter of 2009, HDFS transferred the full proceeds back to the Company. As a result, interest expense for 2009 includes interest on the notes only during the periods when the full proceeds were held at HDMC. Interest expense for the periods during which the proceeds were held by HDFS is included in financial services interest expense.

The effective income tax rate for the first half of 2010 was 36.4% compared to 49.2% for the first half of 2009. 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. 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. The effective income tax rate for the first half of 2009 was impacted by a \$28.4 million non-deductible goodwill charge incurred during the second quarter of 2009 as well as an unanticipated change in Wisconsin tax law during the first quarter of 2009 which resulted in the Company establishing a valuation allowance of \$22.5 million related to net operating loss carryforwards.



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

Worldwide independent dealer retail sales of Harley-Davidson motorcycles decreased 10.7% during the first half of 2010 compared to the first half of 2009. Retail sales results continue to be impacted on a global basis by difficult economic conditions. Retail sales of Harley-Davidson motorcycles decreased 15.3% in the United States and 1.1% internationally in the first half of 2010 compared to the first half of 2009. On an industry-wide basis, the heavyweight (651+cc) portion of the market was down 14.7% in the United States for the six months ended June 30, 2010 and down 3.9% in Europe for the five months ended May 31, 2010 when compared to the same periods in 2009. The following table includes retail unit sales of Harley-Davidson motorcycles:

**Harley-Davidson Motorcycle Retail Sales<sup>(a)</sup>****Heavyweight (651+cc)**

	Six months ended		(Decrease)	%
	June 30, 2010	June 30, 2009	Increase	Change
<b><u>North America Region</u></b>				
United States	81,686	96,451	(14,765)	(15.3%)
Canada	6,792	6,882	(90)	(1.3)
Total North America Region	88,478	103,333	(14,855)	(14.4)
<b><u>Europe Region (Includes Middle East and Africa)</u></b>				
Europe <sup>(b)</sup>	23,467	22,894	573	2.5
Other	2,138	1,792	346	19.3
Total Europe Region	25,605	24,686	919	3.7
<b><u>Asia Pacific Region</u></b>				
Japan	5,255	6,292	(1,037)	(16.5)
Other	4,638	5,051	(413)	(8.2)
Total Asia Pacific Region	9,893	11,343	(1,450)	(12.8)
<b><u>Latin America Region</u></b>				
	2,895	2,789	106	3.8
Total Worldwide Retail Sales	126,871	142,151	(15,280)	(10.7%)

(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 new retail sales and this information is subject to revision. Only Harley-Davidson motorcycles are included in the Harley-Davidson Motorcycle Retail Sales data.

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

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The following table includes industry retail motorcycle registration data:

**Motorcycle Industry Retail Registrations****Heavyweight (651+cc)**

	<b>Six months ended</b>			<b>%</b>
	<b>June 30,</b>	<b>June 30,</b>	<b>Decrease</b>	<b>Change</b>
	<b>2010</b>	<b>2009</b>		
United States <sup>(a)</sup>	151,679	177,880	(26,201)	(14.7%)
	<b>Five months ended</b>			<b>%</b>
	<b>May 31,</b>	<b>May 31,</b>	<b>Decrease</b>	<b>Change</b>
	<b>2010</b>	<b>2009</b>		
Europe <sup>(b)</sup>	158,637	165,087	(6,450)	(3.9%)

(a) U.S. industry data includes 651+cc models derived from submission of new motorcycle retail sales by each major manufacturer to an independent third party. This third party data is subject to revision and update. Industry data includes three-wheeled vehicles.

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

Industry retail registration data for the remaining international markets has not been presented because the Company does not believe definitive and reliable registration data is available at this time.

**Motorcycle Unit Shipments**

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

	<b>Six months ended</b>					<b>%</b>
	<b>June 27, 2010</b>		<b>June 28, 2009</b>		<b>Decrease</b>	<b>Change</b>
United States	69,625	61.8%	87,904	66.2%	(18,279)	(20.8%)
International	43,095	38.2%	44,945	33.8%	(1,850)	(4.1)
Harley-Davidson motorcycle units	112,720	100.0%	132,849	100.0%	(20,129)	(15.2%)
Touring motorcycle units	43,371	38.4%	46,964	35.3%	(3,593)	(7.7%)
Custom motorcycle units*	46,742	41.5%	54,164	40.8%	(7,422)	(13.7)
Sportster motorcycle units	22,607	20.1%	31,721	23.9%	(9,114)	(28.7)
Harley-Davidson motorcycle units	112,720	100.0%	132,849	100.0%	(20,129)	(15.2%)
Buell motorcycle units	2,394		5,143		(2,749)	(53.5%)

\* Custom motorcycle units, as used in this table, include Dyna, Softail, VRSC and CVO models.

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The Company shipped 112,720 Harley-Davidson motorcycles worldwide during the first half of 2010, which was 15.2% lower than the first half of 2009. The first half 2010 shipment volume was in line with Company expectations and resulted in lower U.S. dealer inventory of new Harley-Davidson motorcycles at the end of the first half of 2010 compared to the end of the first half of 2009.

**Segment Results**

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

	Six months ended		(Decrease) Increase	%
	June 27, 2010	June 28, 2009		
<b>Revenue:</b>				
Harley-Davidson motorcycles	\$ 1,640,437	\$ 1,819,518	\$ (179,081)	(9.8%)
Buell motorcycles	10,906	41,276	(30,370)	(73.6)
	1,651,343	1,860,794	(209,451)	(11.3)
Parts & Accessories	380,870	401,001	(20,131)	(5.0)
General Merchandise	133,615	144,790	(11,175)	(7.7)
Other	6,608	7,581	(973)	(12.8)
Total revenue	2,172,436	2,414,166	(241,730)	(10.0)
Cost of goods sold	1,395,905	1,552,925	(157,020)	(10.1)
Gross profit	776,531	861,241	(84,710)	(9.8)
Selling & administrative expense	354,540	333,380	21,160	6.3
Engineering expense	59,616	72,662	(13,046)	(18.0)
Restructuring expense	78,361	49,993	28,368	56.7
Operating expense	492,517	456,035	36,482	8.0
Operating income from motorcycles	\$ 284,014	\$ 405,206	\$ (121,192)	(29.9%)

The following table includes the estimated impact of significant factors affecting the comparability of revenues and gross profit from the first half of 2009 to the first half of 2010 (in millions):

	Net Revenue	Cost of Goods Sold	Gross Profit
June 28, 2009	\$ 2,414	\$ 1,553	\$ 861
Volume	(352)	(227)	(125)
Foreign currency exchange rates and hedging	23	37	(14)
Product mix	87	8	79
Raw material prices		6	(6)
Manufacturing costs		19	(19)
Total	(242)	(157)	(85)
June 27, 2010	\$ 2,172	\$ 1,396	\$ 776





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Volume decreases were primarily the result of the 15.2% decrease in wholesale shipments of Harley-Davidson motorcycle units as well as lower volumes for Parts and Accessories and General Merchandise.

Foreign currency exchange rate changes, primarily due to a stronger Euro and Australian dollar during the first six months of 2010 relative to the first six months of 2009, resulted in a positive impact on net revenue. Gains and losses associated with foreign currency hedging (included in cost of goods sold) were unfavorable when compared to the same period last year which more than offset the positive impact of currency included in net revenue.

Product mix benefited revenue and gross profit due to a higher mix of the Company's higher margin touring motorcycles and changes in product mix within the Company's motorcycle families. Product mix changes were also impacted by motorcycle option offerings, shipment location and related products.

Manufacturing costs increased partially as the result of a higher fixed cost per unit due to allocating fixed costs to fewer units. Additionally, higher manufacturing costs were the result of increasing product cost associated with new models and increased product content, such as new features and options on the Company's motorcycles. These increased costs were partially offset by productivity gains.

The net increase in operating expense was primarily due to the Company's previously announced restructuring activities, increased expense associated with the Company's variable incentive compensation programs and increased international spending partially offset by ongoing cost reduction initiatives. 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):

	<b>Six months ended</b>			
	<b>June 27, 2010</b>	<b>June 28, 2009</b>	<b>Increase (Decrease)</b>	<b>% Change</b>
Interest income	\$ 320,057	\$ 202,317	\$ 117,740	58.2%
Loss from securitizations		(11,812)	11,812	N/M
Other income	23,485	38,129	(14,644)	(38.4)
<b>Financial services revenue</b>	<b>343,542</b>	<b>228,634</b>	<b>114,908</b>	<b>50.3</b>
Interest expense	150,324	132,818	17,506	13.2
Provision for credit losses	41,068	81,386	(40,318)	(49.5)
Operating expenses	64,623	65,344	(721)	(1.1)
Goodwill impairment		28,387	(28,387)	N/M
<b>Financial services expense</b>	<b>256,015</b>	<b>307,935</b>	<b>(51,920)</b>	<b>(16.9)</b>
<b>Operating income (loss) from financial services</b>	<b>\$ 87,527</b>	<b>\$ (79,301)</b>	<b>\$ 166,828</b>	<b>N/M</b>

On January 1, 2010, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140 (codified within ASC Topic 860), and SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (codified in ASC Topic 810). As a result of the adoption of the new accounting guidance, the Company consolidated the assets and liabilities of



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its formerly unconsolidated QSPEs on January 1, 2010. Beginning on January 1, 2010, the Company began recognizing interest income and credit losses on the previously unconsolidated securitized receivables and interest expense on the related debt within its statements of operations. The Company's statement of operations no longer includes income from securitizations including the initial gain or loss previously recorded on off-balance sheet securitizations, income on the investment in retained securitization interests and servicer fees. In addition, the Company no longer incurs charges related to other-than-temporary impairments on its investment in retained securitization interests as that asset has been derecognized.

Interest income for the six months ended June 27, 2010 benefited primarily from higher average retail finance receivables, which was driven by the consolidation of formerly off-balance sheet QSPEs. Interest expense was higher as a result of the increased borrowings related to the newly consolidated securitization trusts, partially offset by a lower cost of funds.

There was no income or loss from securitizations during the first six months of 2010 due to the elimination of the investment in retained securitization interests. During the first six months of 2009, HDFS recorded a \$32.2 million other-than-temporary impairment of certain retained securitization interests due to higher actual and anticipated credit losses partially offset by a slowing in actual and expected prepayment speeds. Partially offsetting the other-than-temporary impairment was \$20.4 million of income earned from the investment in the retained securitization interests.

Other income decreased during the first half of 2010 compared to the first half of 2009 primarily due to a \$5.6 million derivative loss and no servicer fee income, offset by the benefit of no lower of cost or market valuation adjustment for finance receivables held for sale. As a result of the consolidation of the formerly off-balance sheet securitization trusts, the Company no longer records servicer fee income from servicing off-balance sheet finance receivables. During the first half of 2009, the Company earned \$14.5 million of servicer fee income. During the first half of 2009, the Company recognized a \$5.9 million charge to earnings for a lower of cost or market valuation adjustment related to its finance receivables held for sale. The charge, which was the result of the determination that the cost exceeded the fair value of the finance receivables held for sale, was due to higher projected credit losses partially offset by lower funding costs. HDFS used discounted cash flow methodologies to estimate the fair value of finance receivables held for sale that incorporated appropriate assumptions for discount rate, funding costs and credit enhancement, as well as estimates concerning credit losses and prepayments that, in management's judgment, reflected assumptions that market participants would use.

The provision for credit losses related to retail and wholesale receivables decreased by \$32.5 million and \$6.5 million, respectively in the first half of 2010 compared to the first half of 2009. The decrease in the provision for retail credit losses was primarily driven by the second quarter 2009 reclassification of \$3.14 billion of finance receivables held for sale to finance receivables held for investment. The reclassification resulted in a \$72.7 million increase in the allowance for finance credit losses during the first half of 2009. Partially offsetting the decrease was an increase in the provision for retail credit losses in the first half of 2010 primarily driven by an increase in finance receivables held for investment including those held by VIEs. As part of the January 1, 2010 adoption of the new accounting guidance within ASC Topic 810 and ASC Topic 860, the Company established an initial allowance for credit losses of \$49.4 million related to the previously unconsolidated securitized finance receivables through an adjustment to retained earnings. Subsequent changes in the provision are included in the statement of operations. The decrease in the provision for wholesale credit losses is primarily due to lower overall wholesale finance receivables outstanding.

Annualized losses on HDFS managed retail motorcycle loans were 2.04% during the first half of 2010 compared to 2.69% during the first half of 2009. The 30-day delinquency rate for managed retail motorcycle loans at June 27, 2010 decreased to 4.50% from 4.97% at June 28, 2009. At June 27, 2010, managed retail loans were comprised of all loans held by HDFS, including those that were consolidated beginning January 1, 2010. Prior to January 1, 2010, managed retail loans include loans held by HDFS as well as those sold through off-balance sheet securitization transactions. The decrease in credit losses from the first half of 2009 was due to a lower frequency of loss and improvement in the recovery values of repossessed motorcycles.

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Changes in the allowance for finance credit losses on finance receivables held for investment, including finance receivables held by VIEs, were as follows (in thousands):

	Six months ended	
	June 27, 2010	June 28, 2009
Balance, beginning of period	\$ 150,082	\$ 40,068
Allowance related to newly consolidated finance receivables <sup>(1)</sup>	49,424	
Provision for finance credit losses	41,068	81,385
Charge-offs, net of recoveries	(57,591)	(7,118)
 Balance, end of period	 \$ 182,983	 \$ 114,335

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

At June 27, 2010, the allowance for finance credit losses on finance receivables held for investment was \$170.5 million for retail receivables, which includes \$107.4 million related to finance receivables held by VIEs, and \$12.5 million for wholesale receivables. See Note 7 of Notes to Condensed Consolidated Financial Statements for more information on the Company's VIEs. The allowance for finance credit losses on finance receivables held for investment was \$99.2 million for retail receivables and \$15.1 million for wholesale receivables at June 28, 2009.

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.

As discussed in Note 6 of Notes to Condensed Consolidated Financial Statements, during the six months ended June 28, 2009, the Company recorded an impairment charge of \$28.4 million related to the goodwill associated with HDFS.

**Other Matters****Contractual Obligations**

As described in Note 2 of Notes to Condensed Consolidated Financial Statements, the Company adopted new accounting guidance that resulted in the consolidation of formerly off-balance sheet securitization trusts. As a result of the newly consolidated securitization trusts, the amount of debt carried in the Company's consolidated financial statements has increased significantly since December 31, 2009. Accordingly, the Company has updated its Contractual Obligations table as of June 27, 2010 to reflect the new projected principal and interest payments for the remainder of 2010 and beyond as follows:

	2010	2011 - 2012	2013 - 2014	Thereafter	Total
Principal payments on debt	\$ 1,179,534	\$ 2,404,460	\$ 1,929,220	\$ 1,021,140	\$ 6,534,354
Interest payments on debt	161,787	542,747	303,231	235,470	1,243,235
	\$ 1,341,321	\$ 2,947,207	\$ 2,232,451	\$ 1,256,610	\$ 7,777,589

Interest obligations include the impact of interest rate hedges outstanding as of June 27, 2010. Interest for floating rate instruments, as calculated above, assumes rates in effect at June 27, 2010 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, 2009.



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### **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*

The Company has 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 has submitted written responses to the EPA's inquiry and has 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.

#### *Shareholder Lawsuits:*

*In re Harley-Davidson, Inc. Securities Litigation* was a consolidated shareholder securities class action lawsuit filed in the United States District Court for the Eastern District of Wisconsin. On October 2, 2006, the Lead Plaintiffs filed a Consolidated Class Action Complaint, which named the Company and certain former Company officers as defendants, that alleged securities law violations and sought unspecified damages relating generally to the Company's April 13, 2005 announcement that it was reducing short-term production growth and planned increases of motorcycle shipments. In 2006, the defendants filed a motion to dismiss the Consolidated Complaint. On October 8, 2009, the judge granted defendants motion to dismiss, and the clerk of court entered judgment dismissing the consolidated lawsuit. No appeal was taken from the final judgment and the dismissal of the case became final. Subsequently, on March 18, 2010, a group of individuals who appear to be inmates in a federal correctional institution filed a motion to intervene which was immediately dismissed by the District Court because judgment had already been entered. On April 5, 2010, two of the individuals filed notices of appeal of the dismissal. On May 27, 2010, the Court of Appeals for the Seventh Circuit dismissed the appeals for failure to pay the required docketing fees. The dismissal of the action again became final.

In 2005, three shareholder derivative lawsuits were filed in the United States District Court for the Eastern District of Wisconsin (one of which was later voluntarily dismissed), and two shareholder derivative lawsuits were filed in Milwaukee County Circuit Court on July 22, 2005 and November 16, 2005, against some or all of the following current or former directors and officers of the Company: Jeffrey L. Bleustein, James L. Ziemer, James M. Brostowitz, Barry K. Allen, Richard I. Beattie, George H. Conrades, Judson C. Green, Donald A. James, Sara L. Levinson, George L. Miles, Jr., James A. Norling, James A. McCaslin, Donna F. Zarcone, Jon R. Flickinger, Gail A. Lione, Ronald M. Hutchinson, W. Kenneth Sutton, Jr. and John A. Hevey. The lawsuits also name the Company as a nominal defendant. In general, the shareholder derivative complaints include factual allegations similar to those in the class action complaints and allege that officers and directors breached their fiduciary duties to the Company. In 2006, the state court consolidated the two state court derivative actions and appointed Lead Plaintiffs and Lead Plaintiffs' counsel, and the state court ordered that the consolidated state court derivative action be stayed until after motions to dismiss the federal securities class action were decided.

On November 24, 2009, both federal court derivative plaintiffs moved to voluntarily dismiss their lawsuits and all claims without prejudice. On November 30, 2009, the federal court entered orders granting the motions and dismissing the federal court derivative lawsuits without prejudice, and those cases are now closed. Lead plaintiffs in the consolidated state court derivative action filed an amended complaint on February 22, 2010 and defendants moved to dismiss the amended complaint in its entirety on April 26, 2010. Further briefing and a hearing on the motion to dismiss are pending.

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The Company believes the allegations in the state court derivative lawsuit are without merit and it intends to vigorously defend against the suit. The Company is unable to predict the scope or outcome or quantify their eventual impact, if any, on the Company. At this time, the Company is also unable to estimate associated expenses or possible losses. The Company maintains insurance that may limit its financial exposure for defense costs and liability for an unfavorable outcome, should it not prevail, for claims covered by the insurance coverage.

*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.

Although the RI/FS is still underway and substantial uncertainty exists concerning the nature and scope of the additional environmental investigation and remediation that will ultimately be required at the York facility, the Company estimates that its share of the future Response Costs at the York facility will be approximately \$5.9 million. The Company has established reserves for this amount, which are included in accrued liabilities in the Condensed Consolidated Balance Sheets.

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 27, 2010**

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.<sup>(1)</sup> The Company believes the Motorcycles operations will continue to be primarily funded through internally-generated cash flows. 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 believes HDFS' anticipated 2010 funding needs have been met through actions taken during 2009.<sup>(1)</sup> Any new capital market funding during 2010 is expected to be used to pre-fund 2011 funding requirements.<sup>(1)</sup>

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The Company’s strategy is to maintain a minimum of twelve months of its projected liquidity needs through a combination of cash and availability under credit facilities. In addition, the Company expects to continue to carry higher cash balances until the U.S. economy, as well as the capital and credit markets and the Company’s debt ratings, stabilize and improve.

During the past few quarters, the Company performed a comprehensive study of its strategic options relative to its Financial Services operations to find more diversified and cost-effective funding to meet HDFS’ goal of providing credit while delivering appropriate returns and profitability. Several scenarios were considered ranging from selling the business to finding a partner and various other financing arrangements. The Company’s criteria for any new business structure or relationship included:

A consistent and reliable source of financing to the Company’s dealers and customers;

Adequate control or influence over underwriting and pricing;

A long-term relationship that enhances the brand; and

An earnings stream back to the Company reflective of the value of HDFS.

The Company has completed a thorough exploration of business models and relationships that might meet the above criteria and has concluded at this time that it is in the Company’s best interest to maintain the current captive finance subsidiary model. The Company continues to believe that HDFS is a strategic asset that has served the Company, its dealer network, retail customers and shareholders well in the past including through the recent economic downturn. The Company will continue to evaluate ongoing funding requirements and alternatives to manage funding risk.

Although the Company believes it has obtained the funding necessary to support HDFS’ operations for 2010<sup>(1)</sup>, the Company recognizes that it must be able to adjust its business to a changing lending environment. The Company intends to continue to diversify its funding profile through a combination of short-term and long-term funding vehicles, reduce its reliance on the term asset-backed securitization market and continue to pursue all avenues 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.<sup>(1)</sup> 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 27, 2010	June 28, 2009
Net cash provided by (used by) operating activities	\$ 726,010	\$ (124,962)
Net cash provided by (used by) investing activities	69,478	(48,308)
Net cash (used by) provided by financing activities	(984,730)	644,749
Effect of exchange rate changes on cash and cash equivalents	(3,172)	18,662
<b>Net (decrease) increase in cash and cash equivalents of continuing operations</b>	<b>\$ (192,414)</b>	<b>\$ 490,141</b>



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### **Operating Activities of Continuing Operations**

The increase in operating cash flow for the first half of 2010 compared to the first half of 2009 was due primarily to the changes in classification of the Company's retail lending activities and favorable movements in working capital.

Retail loans originated prior to June 28, 2009 were classified as held-for-sale based on the Company's intent to securitize these U.S. retail motorcycle loans in off-balance sheet securitization transactions under prior U.S. GAAP. Accordingly, the origination and collection of these retail loans were components of operating cash flows. In connection with the Company's adoption of the new guidance within ASC Topic 810 and ASC Topic 860 on January 1, 2010, all U.S. retail motorcycle finance receivables are considered held for investment, as the Company has the intent and ability to hold the finance receivables for the foreseeable future, or until maturity. Consistent with the adoption guidance within ASC Topic 810 and ASC Topic 860, which requires the Company to adopt the standards on a prospective basis as if they had always been in effect, the Company has classified the post-January 1, 2010 cash flows related to all of its retail motorcycle finance receivables as investing cash flows in the statement of cash flows.

### **Investing Activities of Continuing Operations**

The Company's investing activities consist primarily of capital expenditures, net changes in finance receivables held for investment and net changes in marketable securities. Capital expenditures were \$45.8 million and \$49.1 million during the first six months of 2010 and 2009, respectively. Net changes in finance receivables held for investment in the first half of 2010 reflect the Company's increased utilization of on-balance sheet term asset-backed securitization transactions subsequent to June 28, 2009 as well as the cash flows from finance receivables held by securitization trusts that were not consolidated prior to January 1, 2010. The effects of consolidating formerly off-balance sheet QSPEs are discussed further in Note 2 of Notes to Condensed Consolidated Financial Statements.

### **Financing Activities of Continuing Operations**

The Company's financing activities consist primarily of debt activity, dividend payments and share repurchases. As of June 27, 2010, 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 \$0.20 per share at a total cost of \$47.0 million and \$46.9 million during each of the first six months of 2010 and 2009, respectively.

As of June 27, 2010, debt increased by \$1.81 billion compared to June 28, 2009, primarily driven by the Company's adoption of new accounting guidance within ASC Topic 810 and ASC Topic 860, which resulted in the consolidation of all formerly off-balance sheet QSPE debt. The Company's total outstanding debt consisted of the following as of June 27, 2010 and June 28, 2009 (in thousands):

	<b>June 27, 2010</b>	<b>June 28, 2009</b>
Global credit facilities	\$ 348,817	\$ 426,805
Unsecured commercial paper	440,441	1,009,876
Medium-term notes	2,100,469	1,605,982
Senior unsecured notes	600,000	600,000
	3,489,727	3,642,663
Asset-backed conduit facility		600,542
Finance receivable securitization debt	3,044,627	486,092
	3,044,627	1,086,634
Debt held by variable interest entities	3,044,627	1,086,634
	3,044,627	1,086,634
<b>Total debt</b>	<b>\$ 6,534,354</b>	<b>\$ 4,729,297</b>



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In order 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 27, 2010 were as follows:

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

On July 30, 2010, Fitch Ratings revised the Company's rating outlook from Negative to Stable but held the Company's short-term and long-term debt ratings at F2 and BBB+, respectively.

*Global Credit Facilities* On April 29, 2010, the Company and HDFS entered into a new \$675.0 million 364-day credit facility (New 364-Day Credit Facility) to refinance and replace a \$625.0 million 364-day credit facility (2009 364-Day Credit Facility), which matured in April 2010. The New 364-Day Credit Facility matures in April 2011. In connection with the New 364-Day Credit Facility, the Company and HDFS also entered into a new \$675.0 million three-year credit facility to refinance and replace a \$950.0 million three-year credit facility agreement, which was set to mature in July 2011. The new three-year credit facility matures in April 2013. The New 364-Day Credit Facility and the new three-year credit facility agreement (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 can issue unsecured commercial paper of up to \$1.35 billion as of June 27, 2010 as a result of 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.<sup>(1)</sup>

*Medium-Term Notes* The Company had the following medium-term notes (collectively, the Notes) issued and outstanding at June 27, 2010 (in thousands):

Principal Amount	Rate	Issue Date	Maturity Date
\$ 200,000	5.00%	December 2005	December 2010
\$ 400,000	5.25%	December 2007	December 2012
\$ 1,000,000	6.80%	May 2008	June 2018
\$ 500,000	5.75%	November 2009	December 2014

The Notes provide for semi-annual interest payments and principal due at maturity. At June 27, 2010 and June 28, 2009, the Notes included a fair value adjustment increasing the balance by \$2.9 million and \$8.0 million, respectively, due to interest rate swap agreements designated as fair value hedges. The effect of the interest rate swap agreements is to convert the interest rate on a portion of the Notes from a fixed to a floating rate, which is based on 3-month LIBOR. Unamortized discounts on the Notes reduced the balance by \$2.4 million and \$2.0 million at June 27, 2010 and June 28, 2009, respectively.

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*Senior Unsecured Notes* In February 2009, the Company issued \$600.0 million of senior unsecured notes in an underwritten offering. The senior unsecured notes mature in February 2014 and have an annual interest rate of 15%. The senior unsecured notes provide for semi-annual interest payments and principal due at maturity. Prior to the end of the first quarter of 2009, the Company transferred the full proceeds from the issuance to HDFS to fund HDFS operations. As HDFS diversified its debt structure through a combination of actions during 2009, its funding profile improved. During the fourth quarter of 2009, HDFS transferred the full proceeds back to the Company.

*Asset-Backed Commercial Paper Conduit Facility* During April 2009, HDFS entered into a new revolving asset-backed conduit facility agreement (2009 Conduit Loan Agreement) to refinance and replace the existing \$500.0 million asset-backed conduit facility agreement (2008 Conduit Loan Agreement). The 2009 Conduit Loan Agreement provides for the extension of credit by a group of third-party bank sponsored conduits, some of which were party to the 2008 Conduit Loan Agreement. The 2009 Conduit Loan Agreement provided for total revolving borrowings of up to \$1.20 billion based on, among other things, the amount of eligible U.S. retail motorcycle loan collateral. As part of the April 2009 transaction, HDFS increased the U.S. retail motorcycle loan collateral by \$354.4 million and also increased the debt issued to the third-party bank sponsored conduits from \$500.0 million to \$640.2 million. On April 29, 2010, the 2009 Conduit Loan Agreement was extended to July 28, 2010 by mutual agreement of HDFS and its lenders. In addition, the total amount of borrowings available under the 2009 Conduit Loan Agreement was reduced from \$1.20 billion to \$600.0 million. At June 27, 2010, HDFS had no outstanding borrowings under the 2009 Conduit Loan Agreement.

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 2009 Conduit Loan Agreement also provides for an unused commitment fee based on the unused portion of the total aggregate commitment or \$600.0 million as of June 27, 2010. 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 with the balance due at maturity. Unless earlier terminated or extended by mutual agreement of HDFS and the lenders, as of June 27, 2010, the 2009 Conduit Loan Agreement had an expiration date of July 28, 2010, at which time HDFS would have been obligated to repay any amounts outstanding in full. On July 28, 2010, the 2009 Conduit Loan Agreement was extended to September 10, 2010 by mutual agreement of HDFS and its lenders.

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

During 2009, the Company issued \$2.46 billion of secured notes through four separate term asset-backed securitization transactions that were consolidated in the Company's financial statements due to the structure of those transactions at the time of issuance. During 2010, the Company has not completed any term asset-backed securitization transactions.

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 2010 to 2017.

As of June 27, 2010, the assets of the VIEs totaled \$3.91 billion, of which \$3.56 billion of finance receivables and \$342.3 million of cash were restricted as collateral for the payment of \$3.04 billion of obligations under the secured notes. Approximately \$817.6 million of the obligations under the secured notes were classified as current at June 27, 2010, based on the contractual maturities of the restricted finance receivables.

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*Intercompany Borrowing* During the first six months of 2009, HDFS borrowed \$600.0 million from the Company with interest terms matching the Company's senior unsecured notes described above. During the fourth quarter of 2009, HDFS repaid the full proceeds back to the Company. In addition, 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 27, 2010 and June 28, 2009, HDFS had no outstanding borrowings owed to the Company under the revolving credit line.

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 and HDFS must maintain a consolidated tangible net worth of not less than \$500.0 million. In addition, the Company must maintain a minimum interest coverage ratio at the end of each fiscal quarter of at least 2.0 to 1.0 for the fiscal quarters ending June 27, 2010 and September 26, 2010, 2.25 to 1.0 for the fiscal quarter ended December 31, 2010 and 2.5 to 1.0 for each fiscal quarter thereafter. No financial covenants are required under the Notes.

At June 27, 2010, HDFS and the Company remained in compliance with all of the existing covenants.

### **Cash Flows from Discontinued Operations**

Cash flows from discontinued operations consist of the operating and investing activities of MV. During the six months ended June 27, 2010 and June 28, 2009, cash flows from discontinued operations were a net cash outflow of \$23.9 million and \$52.5 million, respectively. The Company expects that consolidated cash flow will benefit once the divestiture of MV is complete, which is expected to be during 2010.<sup>(1)</sup>

### **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 and divest certain Company assets;
- (ii) effectively execute the Company's restructuring plans within expected costs and timing;

- (iii) successfully achieve with the Company's labor unions flexible and cost-effective agreements to accomplish restructuring goals and long-term competitiveness;
- (iv) manage the risks that the Company's independent dealers may have difficulty obtaining capital, and adjusting to the recession and slowdown in consumer demand;
- (v) manage supply chain issues;
- (vi) anticipate the level of consumer confidence in the economy;

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- (vii) continue to have access to reliable sources of capital funding and adjust to fluctuations in the cost of capital;
- (viii) manage the credit quality, the loan servicing and collection activities, and the recovery rates of HDF5 loan portfolio;
- (ix) continue to realize production efficiencies at its production facilities and manage operating costs including materials, labor and overhead;
- (x) manage production capacity and production changes;
- (xi) provide products, services and experiences that are successful in the marketplace;
- (xii) develop and implement sales and marketing plans that retain existing retail customers and attract new retail customers in an increasingly competitive marketplace;
- (xiii) sell all of its motorcycles and related products and services to its independent dealers;
- (xiv) continue to develop the capabilities of its distributor and dealer network;
- (xv) manage changes and prepare for requirements in legislative and regulatory environments for its products, services and operations;
- (xvi) adjust to fluctuations in foreign currency exchange rates, interest rates and commodity prices;
- (xvii) adjust to healthcare inflation and reform, pension reform and tax changes;
- (xviii) retain and attract talented employees;
- (xix) 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; and
- (xx) implement and manage enterprise-wide information technology solutions and secure data contained in those systems.

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 turbulent capital, credit and retail markets and the Company's ability to adjust to the recession.

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.

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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 this report and under Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of additional 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, 2009 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, 2009.

### ***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 Senior Vice President and Chief



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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 27, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II OTHER INFORMATION**

***Item 1 Legal Proceedings***

*Environmental Protection Agency Notice*

The Company has 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 has submitted written responses to the EPA's inquiry and has 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.

*Shareholder Lawsuits:*

*In re Harley-Davidson, Inc. Securities Litigation* was a consolidated shareholder securities class action lawsuit filed in the United States District Court for the Eastern District of Wisconsin. On October 2, 2006, the Lead Plaintiffs filed a Consolidated Class Action Complaint, which named the Company and certain former Company officers as defendants, that alleged securities law violations and sought unspecified damages relating generally to the Company's April 13, 2005 announcement that it was reducing short-term production growth and planned increases of motorcycle shipments. In 2006, the defendants filed a motion to dismiss the Consolidated Complaint. On October 8, 2009, the judge granted defendants motion to dismiss, and the clerk of court entered judgment dismissing the consolidated lawsuit. No appeal was taken from the final judgment and the dismissal of the case became final. Subsequently, on March 18, 2010, a group of individuals who appear to be inmates in a federal correctional institution filed a motion to intervene which was immediately dismissed by the District Court because judgment had already been entered. On April 5, 2010, two of the individuals filed notices of appeal of the dismissal. On May 27, 2010, the Court of Appeals for the Seventh Circuit dismissed the appeals for failure to pay the required docketing fees. The dismissal of the action again became final.

In 2005, three shareholder derivative lawsuits were filed in the United States District Court for the Eastern District of Wisconsin (one of which was later voluntarily dismissed), and two shareholder derivative lawsuits were filed in Milwaukee County Circuit Court on July 22, 2005 and November 16, 2005, against some or all of the following current or former directors and officers of the Company: Jeffrey L. Bleustein, James L. Ziemer, James M. Brostowitz, Barry K. Allen, Richard I. Beattie, George H. Conrades, Judson C. Green, Donald A. James, Sara L. Levinson, George L. Miles, Jr., James A. Norling, James A. McCaslin, Donna F. Zarcone, Jon R. Flickinger, Gail A. Lione, Ronald M. Hutchinson, W. Kenneth Sutton, Jr. and John A. Hevey. The lawsuits also name the Company as a nominal defendant. In general, the shareholder derivative complaints include factual allegations similar to those in the class action complaints and allege that officers and directors breached their fiduciary duties to the Company. In 2006, the state court consolidated the two state court derivative actions and appointed Lead Plaintiffs and Lead Plaintiffs' counsel, and the state court ordered that the consolidated state court derivative action be stayed until after motions to dismiss the federal securities class action were decided.

On November 24, 2009, both federal court derivative plaintiffs moved to voluntarily dismiss their lawsuits and all claims without prejudice. On November 30, 2009, the federal court entered orders granting the motions and dismissing the federal court derivative lawsuits without prejudice, and those cases are now closed. Lead plaintiffs in the consolidated state court derivative action filed an amended complaint on February 22, 2010 and defendants moved to dismiss the amended complaint in its entirety on April 26, 2010. Further briefing and a hearing on the motion to dismiss are pending.

The Company believes the allegations in the state court derivative lawsuit are without merit and it intends to vigorously defend against the suit. The Company is unable to predict the scope or outcome or quantify their eventual impact, if any, on the Company. At this time, the Company is also unable to estimate associated expenses or possible losses. The Company maintains insurance that may limit its financial exposure for defense costs and liability for an unfavorable outcome, should it not prevail, for claims covered by the insurance coverage.

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### *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.

Although the RI/FS is still underway and substantial uncertainty exists concerning the nature and scope of the additional environmental investigation and remediation that will ultimately be required at the York facility, the Company estimates that its share of the future Response Costs at the York facility will be approximately \$5.9 million. The Company has established reserves for this amount, which are included in accrued liabilities in the Condensed Consolidated Balance Sheets.

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.

### ***Item 1A Risk Factors***

Refer to Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion regarding risk factors relating to the Company. In addition, investors should consider the following:

**The Company's operations may be affected by greenhouse emissions and climate change and related regulations.** In particular, climate change is receiving increasing attention worldwide. Many scientists, legislators and others attribute climate change to increased levels of greenhouse gases, including carbon dioxide, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. There have been bills pending in Congress that would regulate greenhouse gas emissions. In addition, several states, including states where the Company has manufacturing plants, are considering various greenhouse gas registration and reduction programs. Energy security and availability and its related costs affect all aspects of the Company's manufacturing operations in the United States, including the Company's supply

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chain. The Company's manufacturing plants use energy, including electricity and natural gas, and certain of the Company's plants emit amounts of greenhouse gas that may be affected by these legislative and regulatory efforts. Greenhouse gas regulation could increase the price of the electricity the Company purchases, increase costs for use of natural gas, potentially restrict access to or the use of natural gas, require the Company to purchase allowances to offset the Company's own emissions or result in an overall increase in costs of raw materials, any one of which could increase the Company's costs, reduce competitiveness in a global economy or otherwise negatively affect the Company's business, operations or financial results. Many of the Company's suppliers face similar circumstances. While additional regulation of emissions in the future appears likely, it is too early to predict how this regulation will ultimately affect the Company's business, operations or financial results. Physical risks to the Company's business operations as identified by the Intergovernmental Panel on Climate Change and other expert bodies include scenarios such as sea level rise, extreme weather conditions and resource shortages. Extreme weather may disrupt the production and supply of natural gas, a fuel necessary for the manufacture of motorcycles. Supply disruptions would raise market rates and jeopardize the continuity of motorcycle production.

***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 27, 2010:

<b>2010 Fiscal Month</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</b>
March 29 to April 2	576	\$ 27		23,847,987
April 3 to May 30		\$		23,953,453
May 31 to June 27		\$		23,954,461
Total	576	\$ 27		

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 27, 2010.

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 December 31, 2009, 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 2010, the Company acquired 576 shares of common stock that employees presented to the Company to satisfy withholding taxes in connection with the vesting of restricted stock awards.

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***Item 6 Exhibits***

Refer to the Exhibit Index on page 68 of this report.

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**SIGNATURES**

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

HARLEY-DAVIDSON, INC.

Date: August 5, 2010

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

(Principal financial officer)

Date: August 5, 2010

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

(Principal accounting officer)

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Harley-Davidson, Inc.

Exhibit Index to Form 10-Q

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amendment No. 2 to Loan and Servicing Agreement dated as of July 27, 2010 by and among certain subsidiaries of the Company, various institutions party thereto as lenders and agents and JPMorgan Chase Bank, N.A. as among other things, Program Agent
10.1	Harley-Davidson, Inc. Employee Incentive Plan (incorporated by reference to Appendix B to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held April 24, 2010 (File No. 1-9183))
10.2	Amended and Restated Harley-Davidson, Inc. Director Stock Plan as amended and restated effective April 24, 2010 (incorporated by reference to Appendix C to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held April 24, 2010 (File No. 1-9183))
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 27, 2010, filed on August 5, 2010, 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 tagged as blocks of text.