

LAW OFFICES

ROSS & HARDIES

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WASHINGTON, D.C. 20006-4103
202-296-8600

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June 30, 1995 **195/3**

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenues
Washington, D.C. 20423

Attention: Ms. Janice Fort, Room 2311

RECEIVED
OFFICE OF THE
SECRETARY
JUL 3 10 39 AM '95
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are two original executed and two photostatic copies of a Bill of Sale (the "Bill of Sale"), dated as of June 30, 1995, from Johnstown America Corporation to JAIX Leasing Company, a primary document as defined in the Commissioner's Rules for the Recordation of Documents.

The names and addresses of the parties in the enclosed Bill of Sale are:

Transferor: Johnstown America Corporation
17 Johns Street
Johnstown, PA 15901

Transferee: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, Illinois 60610

A description of the railroad equipment covered by the enclosed document is set forth in the Bill of Sale.

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Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

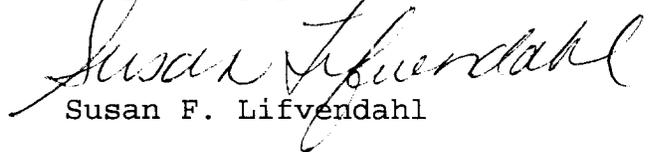
Kindly return one stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of June 30, 1995, by Johnstown America Corporation, Transferor, to JAIX Leasing Company, Transferee, relating to 121 aluminum BethGon coalporter cars.

Very truly yours,



Susan F. Lifvendahl

SFL
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/3/95

Office Of The Secretary

Susan F. Liffvendahl
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/3/95 at 10:45AM, and assigned recordation number(s). 19513 and 19291-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100677019)
(0100677020)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19513

JUN 30 1995 11:55 AM

BILL OF SALE

JOHNSTOWN AMERICA CORPORATION, a Delaware corporation (the "Transferor"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from JAIX Leasing Company, a Delaware corporation (the "Transferee"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto Transferee, all right, title and interest in and to the railroad rolling stock identified in Schedule 1 attached hereto and made a part hereof, together with all parts, appurtenances or other property attached or installed on such items of equipment (collectively with and including such parts appurtenances and other property, the "Equipment").

To have and to hold to Transferee and its successors and assigns forever.

This Bill of Sale is delivered under and pursuant to the Purchase Agreement dated as of June 30, 1995 between Transferor and Transferee.

IN WITNESS WHEREOF, Transferor has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 30th day of June, 1995.

JOHNSTOWN AMERICA CORPORATION

By: 

Its: Treasurer

SCHEDULE 1
TO THE BILL OF SALE
DATED AS OF JUNE 30, 1995

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
Aluminum BethGon Coalporter Cars	121	CNA	193879 - 193999, inclusive

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

Be it remembered that on this 30th day of June, 1995, before me, a notary public in and for the county and state aforesaid, came David Reismeyer, a Treasurer of Johnstown America Corporation, a Delaware corporation who is personally known to me to be the same person who executed the within instrument of writing as such officer of such corporation, and such person duly acknowledged the execution of the same to be his own free and voluntary act and the free and voluntary act and deed of said corporation.

In my testimony whereof, I have hereunto set my hand and affixed my notary seal the day and year first above written.

Susan Lifvendahl
Notary Public



My commission expires: _____, 199__.