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888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

December 26, 1995

**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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are one certified and two photostatic copies of a Bill of Sale (the "Bill of Sale"), dated as of October 31, 1995, from Johnstown America Corporation to Johnstown America Industries, Inc., 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, Pennsylvania 15901

Transferee: Johnstown America Industries, Inc.  
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.

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.



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

12/27/95

Office Of The Secretary

Mari Y. Regnier  
Ross & Hardies  
150 North Michigan Avenue, Ste. 3099  
Chicago, Illinois 60601 -7567

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/95 at 11:35AM, and assigned recordation number(s). 19838, 19839, 19419-D and 19729-A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100904015)  
(0100904016)  
(0100904017)  
(0100904017)

\$ 84.00 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

19838

DEC 27 1995 11:00 AM

CERTIFICATE

The undersigned, Madelyn K. Chromy, a notary public in and for the County of Cook, State of Illinois, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

*Madelyn K. Chromy*  
\_\_\_\_\_  
Madelyn K. Chromy



19838

2 1995 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 JOHNSTOWN AMERICA INDUSTRIES, INC., 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").

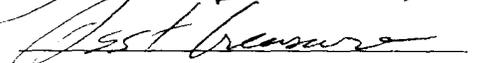
To have and to hold to Transferee and its successors and assigns forever.

IN WITNESS WHEREOF, Transferor has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 31st day of October, 1995.

JOHNSTOWN AMERICA CORPORATION

By:

Its:

SCHEDULE 1  
TO THE BILL OF SALE  
DATED AS OF OCTOBER 31, 1995

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u> (all inclusive)
Aluminum Grainporter™ Cars	100	JAIX	95001 - 95100

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

Be it remembered that on this 22nd day of December, 1995, before me, a notary public in and for the county and state aforesaid, came David W. Riesmeyer, an Assistant 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.

OFFICIAL SEAL  
NICOLE SZKLARSKI  
Notary Public, State of Illinois  
My Commission Expires Feb. 7, 1998  
(SEAL)

Nicole Szklarski  
Notary Public

My commission expires: 2/7/98, 1998.

Mr. Vernon A. Williams  
December 26, 1995  
Page 2

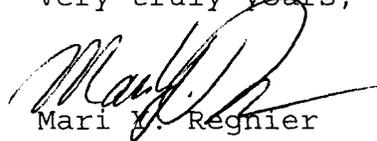
Kindly return the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Mari Y. Regnier at Ross & Hardies, 150 North Michigan Avenue, Suite 3100, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of October 31, 1995, by Johnstown America Corporation, Transferor, to Johnstown America Industries, Inc., Transferee, relating to 100 aluminum Grainporter™ cars.

Very truly yours,



Mari Y. Regnier

MYR  
w/encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld