

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
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(312) 750-8626

January 17, 1996

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19896

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212-421-5555

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SOMERSET, NEW JERSEY 08873
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888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue
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 original executed copy and two photostatic copies of a Bill of Sale (the "Bill of Sale"), dated as of November 30, 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 Surface Transportation Board covering the required recordation fee.

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 November 30, 1995, by Johnstown America Corporation, Transferor, to Johnstown America Industries, Inc., Transferee, relating to 70 52'6" mill gondola cars.

Very truly yours,



Mari Y. Regnier

MYR
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld



Interstate Commerce Commission

Washington, D.C. 20423-0001

1/19/96

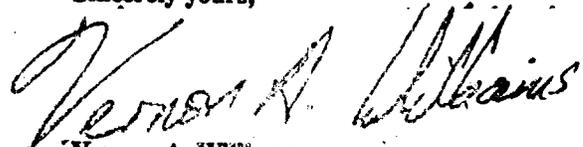
Office Of The Secretary

Mari Y. Regnier
Ross & Hardies
150 North Michigan Avenue
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 1/19/96 at 10:15AM, and assigned recordation number(s). 19896, 19897 and 19867-A.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 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



19896
RECORDED
INDEXED
NOV 30 1995

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 30th day of November, 1995.

JOHNSTOWN AMERICA CORPORATION

By: 
Its: Assistant Treasurer

original

File this first

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

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u> (all inclusive)
52'6" mill gondola cars	70	IC	294900 - 294969

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

Be it remembered that on this 30TH day of November 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.

Nicola S. Lardic
Notary Public

(SEAL)

My commission expires: February 7, 1998.