

LAW OFFICES

**ROSS & HARDIES**

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE  
(312) 750-5708

October 2, 1996

RECORDATION NO 20295 FILED 1425

OCT 7 1996 - 3 45 PM

TELECOPIER  
312-750-8600

PARK AVENUE TOWER  
65 EAST 55TH STREET  
NEW YORK NEW YORK 10022-3219  
212-421-5555

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08873  
908-563-2700

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

RECORDATION NO 20295 FILED 1425

OCT 6 1996 - 3 45 PM

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th Street and Constitution Avenues  
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11301(a) are two original executed copies and one photostatic copy of a Bill of Sale dated as of September 26, 1996 (the "Bill of Sale"), between Johnstown America Industries, Inc., as Transferor, and JAIX Leasing Company, as Transferee, which Bill of Sale is a primary document as defined in the Commissioner's Rules for the Recordation of Documents.

Also enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11301(a) are two original executed copies and one photostatic copy of an Assignment and Assumption Agreement dated as of September 26, 1996 (the "Assignment"), between Johnstown America Industries, Inc., as Assignor, and JAIX Leasing Company, as Assignee, which Assignment is related to above Bill of Sale and is a secondary document as defined in the Commissioner's Rules for the Recordation of Documents.

Please be sure to record the Bill of Sale as the primary document and the Assignment as the secondary document under the same recordation number.

OCT 7 3 41 PM '96  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
October 2, 1996  
Page 2

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

Transferor:       Johnstown America Industries, Inc.  
                  980 North Michigan Avenue  
                  Suite 1000  
                  Chicago, Illinois 60611

Transferee:       JAIX Leasing Company  
                  980 North Michigan Avenue  
                  Suite 1000  
                  Chicago, Illinois 60611

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

Also enclosed are two checks, each in the amount of \$21.00 (for a total of \$42.00) payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return two stamped original copies and the stamped photostatic copy of each of the enclosed documents 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 documents:

Primary Document to be Recorded

Bill of Sale dated as of September 26, 1996, between Johnstown America Industries, Inc., as Transferor, and JAIX Leasing Company, as Transferee.

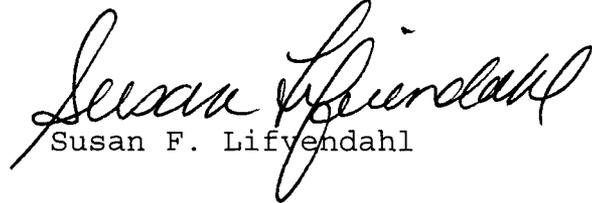
Secondary Document to be Recorded

Assignment and Assumption Agreement dated as of September 26, 1996, between Johnstown America

Mr. Vernon A. Williams  
October 2, 1996  
Page 3

Industries, Inc., as Assignor, and JAIX Leasing  
Company, as Assignee.

Very truly yours,



Susan F. Lifyendahl

Encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld

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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE  
(312) 750-5708

October 4, 1996

TELECOPIER  
312-750-8600

PARK AVENUE TOWER  
65 EAST 55TH STREET  
NEW YORK NEW YORK 10022-3219  
212-421-5555

580 HOWARD AVENUE  
SOMERSET NEW JERSEY 08873  
908-563-2700

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

VIA OVERNIGHT COURIER

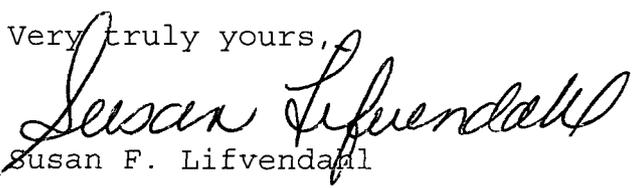
Ms. Janice Fort  
Room 2311  
Surface Transportation Board  
12th Street and Constitution Avenues  
Washington D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
OCT 7 3 41 PM '96

Dear Janice:

Pursuant to our conversation this morning in which you indicated that the recordation fees have gone up from \$21.00 to \$22.00 per document, I am sending herewith our check in the amount of \$2.00 to cover the recordation fees in connection with the Bill of Sale and the Assignment and Assumption Agreement that I sent to you on October 2, 1996 on behalf of Johnstown America Industries, Inc. (a copy of which is enclosed hereto for your reference).

Please do not hesitate to contact me should you have any questions regarding this matter.

Very truly yours,  
  
Susan F. Lifvendahl

SFL/jma  
Enclosure

cc: Robert W. Kleinman  
Susan G. Lichtenfeld

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

10/7/96

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

Dear Madam:

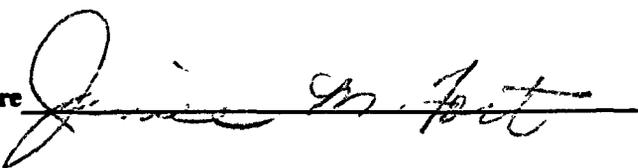
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/7/96 at 3:45PM, and assigned recordation number(s) 20295 and 20295-A.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 44.00 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 

20295  
OCT 7 - 1996 3:41 PM

BILL OF SALE

JOHNSTOWN AMERICA INDUSTRIES, INC., 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.

IN WITNESS WHEREOF, Transferor has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 20th day of September, 1996.

JOHNSTOWN AMERICA INDUSTRIES, INC.

By:   
David W. Riesmeyer

Its: Vice President and Treasurer

SCHEDULE 1  
TO THE BILL OF SALE  
DATED AS OF SEPTEMBER \_\_, 1996

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
5400 c.f. Aluminum Grainporter™ Cars	140	JAIX	96100 - 96239 (Inclusive)

