

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

20307
RECORDATION NO. FILED 1425

OCT 15 1996 11 22 AM

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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

October 14, 1996

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 Corporation, 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.

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

Transferor: Johnstown America Corporation
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 document is set forth in the Bill of Sale.

10/14/96
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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
October 14, 1996
Page 2

Also enclosed is our check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

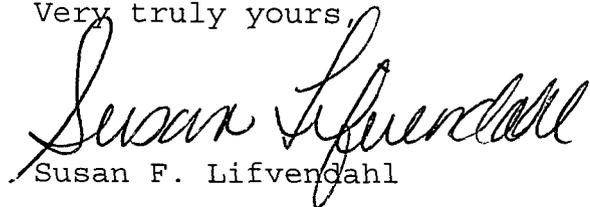
Kindly return one stamped original copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed documents:

Primary Document to be Recorded

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

Very truly yours,


Susan F. Lifvendahl

Encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

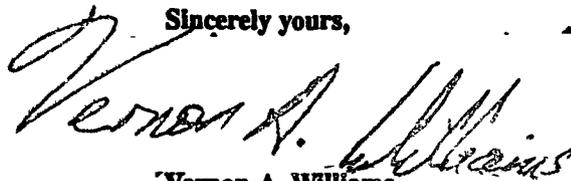
10/15/96

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 10/15/96 at 11:00AM, and assigned recordation number(s). 20307.

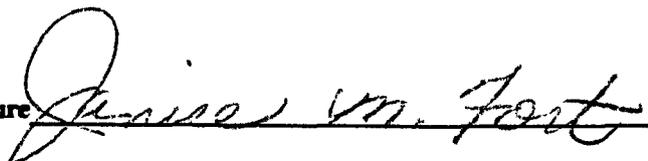
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 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



RECORDED NO 20307 FILED 10/1/96

OCT 1 1996 11 02 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.

IN WITNESS WHEREOF, Transferor has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 26th day of September, 1996.

JOHNSTOWN AMERICA CORPORATION

By:



David W. Riesmeyer

Its: Assistant Treasurer

SCHEDULE 1
TO THE BILL OF SALE
DATED AS OF SEPTEMBER 26, 1996

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
5400 c.f. Aluminum Grainporter™ Cars	100	JAIX	96250 - 96349 (Inclusive)

