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SUSAN G. LICHTENFELD

October 1, 2001

**Via Overnight Delivery**  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 700  
Washington, D.C. 20423

RECORDATION NO. 23693 FILED  
OCT 1 1 '01 12-27 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Interim User Agreement (the "Memorandum"), between Johnstown America Corporation and Northern Indiana Public Service Company, dated as of September 10, 2001, which Memorandum 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 Memorandum are:

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

User: Northern Indiana Public Service Company  
801 E. 86<sup>th</sup> Avenue  
Merrillville, Indiana 46410

The Memorandum relates to 240 aluminum BethGon Coalporter cars marked as follows:

NORX 7000 - NORX 7239 (both inclusive)

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
October 1, 2001  
Page 2

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 G. Lichtenfeld 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

Memorandum of Interim User Agreement, dated as of September 10, 2001, between Johnstown America Corporation, Owner, and Northern Indiana Public Service Company, User, relating to the 240 aluminum BethGon Coalporter cars identified therein.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:vgc  
w/encl.  
cc: Robert W. Kleinman

**MEMORANDUM OF INTERIM USER AGREEMENT**

THIS MEMORANDUM OF INTERIM USER AGREEMENT dated as of this 10<sup>th</sup> day of September, 2001, is made by JOHNSTOWN AMERICA CORPORATION, a Delaware corporation, with an address at 17 Johns Street, Johnstown, Pennsylvania 15901("Johnstown") and NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation, with an address at 801 E. Merrillville, Indiana 46410 (the "User" and, together with Johnstown, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Johnstown and the User entered into that certain Interim User Agreement (the "Agreement") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the User hereby confirms its use of the Equipment in accordance with the terms and conditions of the Agreement, and the User confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NORTHERN INDIANA PUBLIC SERVICE COMPANY

By: [Signature]  
Name: J. L. Godwin  
Title: Vice President, Electric Power Supply

JOHNSTOWN AMERICA CORPORATION

By: [Signature]  
Name: Edward D. Williams  
Title: Senior Vice President Marketing and Sales



RECORDATION NO. 23693 FILE

OCT 11 '01 12-27 PM

SURFACE TRANSPORTATION BOARD

STATE OF INDIANA )  
 ) SS:  
COUNTY OF Lake )

On this 20<sup>th</sup> day of September, 2001, before me personally appears J. L. Godwin to me personally known, who, being by me duly sworn, says that he/she is Vice President of NORTHERN INDIANA PUBLIC SERVICE COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged before me that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

Nancy L. Stucker

[SEAL]

My Commission expires:

May 11, 2008

NANCY L. STUCKER  
NOTARY PUBLIC STATE OF INDIANA  
LAKE COUNTY  
MY COMMISSION EXP. MAY 11, 2008

STATE OF ILLINOIS )  
COMMONWEALTH OF PENNSYLVANIA ) SS:  
COUNTY OF CAMBRIA COOK )

On this 25<sup>th</sup> day of September, 2001 before me personally appears EDWARD J. WHALEN, to me personally known, who by me duly sworn, says that he/she is the SUP of JOHNSTOWN AMERICA CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

Thomas M. Fitzpatrick

[SEAL]

My Commission expires:

"OFFICIAL SEAL"  
THOMAS M. FITZPATRICK  
Notary Public, State of Illinois  
My Commission Expires Jan. 27, 2003

SCHEDULE 1  
TO THE MEMORANDUM OF INTERIM USER AGREEMENT  
DATED AS OF SEPTEMBER 10, 2001

**EQUIPMENT**

240 Aluminum BethGon Coalporter® cars marked

NORX 7000 - NORX 7239 (both inclusive)