

06-17-1999

FORM PTC-159
1-31-92

6-17-99



FLEET
LY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings => => =>

To the Honorable Com.

101069415

attached original documents or copy thereof.

1. Name of conveying party(ies):

JOHNSTOWN AMERICA CORPORATION
17 Johns Street
Johnstown, Pennsylvania 15901

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 06/03/99

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
SEE ATTACHED A

2. Name and address of receiving party(ies):

Name: FLEET CAPITAL CORPORATION, as Agent

Internal Address:

Street Address: 200 Glastonbury Boulevard

City: Glastonbury State: CT ZIP: 06033

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Rhode Island
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corp.

Internal Address:

Street Address: 400 Seventh Avenue, N.W.

Suite 101

City: State: DC ZIP: 20004

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41): \$ 140

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Kim Brathwaite

Name of Person Signing

Signature

6/14/99

Date

Total number of pages including cover sheet, attachments and document:

4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

06/18/1999 DNGUYEN 00000117 1798623

01 FC:481
02 FC:482

40.00 OP
100.00 OP

TRADEMARK
REEL: 001914 FRAME: 0093

SCHEDULE A

MARK	COUNTRY	APPLICATION
BETHGON	USA	1,798,623
BETHGON COALPORTER	USA	1,801,510
COALPORTER	USA	1,801,509
BETH-COMBO	USA	1,802,664
JOHNSTOWN AMERICA	USA	1,759,151

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Johnstown America Corporation, a corporation formed under the laws of the State of Delaware ("Company"), having a principal place of business at 17 Johns Street, Johnstown, Pennsylvania 15901 has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to Agent and Lenders (each term as hereinafter defined) pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof, among Company and Freight Car Services, Inc. (each a "Borrower" and jointly and severally the "Borrowers") and Rabbit Hill Holdings Inc., Rabbit Hill Intermedco, Inc., JAIX Leasing Company and JAC Patent Company are obligated to Fleet Capital Corporation ("Fleet"), the various other financial institutions (together with Fleet, collectively, the "Lenders") named in or which hereafter become a party to the Loan Agreement (as hereafter defined) and Fleet as collateral and administrative agent for Lenders (in such capacity, "Agent"),; and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof made by Company in favor of Agent for its benefit and for the ratable benefit of Lenders (as such agreements may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto and grant to Agent for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: June 3, 1999

Witness:

Jan Slou

Witness:

Jan Slou

JOHNSTOWN AMERICA CORPORATION

By: John Carroll
Name: John Carroll
Title: President

FLEET CAPITAL CORPORATION, as Agent

By: Oleh Szczupak
Name: Oleh Szczupak
Title: Senior Vice President

COMMONWEALTH OF PENNSYLVANIA)) : ss.:
COUNTY OF PHILADELPHIA))

On this 3RD day of June, 1999, before me personally came John Carroll, to me known, who, being by me duly sworn, did depose and say that he is the President of Johnstown America Corporation, the Company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Mary E. Brundage
Notary Public

NOTARIAL SEAL
MARY E. BRUNDAGE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 5, 2003

COMMONWEALTH OF PENNSYLVANIA)) : ss.:
COUNTY OF PHILADELPHIA))

On this 3RD day of June, 1999, before me personally came OLEH SZCZUPAK, to me known, who, being by me duly sworn, did depose and say that he/~~she~~ is a SR. V.P. of Fleet Capital Corporation, the corporation described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto.

Mary E. Brundage
Notary Public

NOTARIAL SEAL
MARY E. BRUNDAGE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 5, 2003