

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JAC Operations, Inc.		07/26/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	135 South LaSalle Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1798623	BETHGON	
Registration Number:	3517388	DYNASTACK	
Registration Number:	3072334	FREIGHTCAR AMERICA	
CORRESPONDENCE DATA			
Fax Number:	2127757306		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-326-3939		
Email:	NYTEF@JONESDAY.COM		
Correspondent Name:	Beth Vogel		
Address Line 1:	222 East 41st Street		
Address Line 2:	Jones Day		
Address Line 4:	New York, NEW YORK 10017		
NAME OF SUBMITTER:	Beth Vogel		
Signature:	/Beth Vogel/		

CH \$90.00 1798623

Date:

08/06/2013

**Total Attachments: 4**

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**NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of July 26, 2013 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement"; capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Agreement) and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing Trademarks (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any Trademarks.

From and after the execution and delivery hereof by the parties hereto, this Notice shall constitute a "Loan Document" for all purposes of the Credit Agreement and the other Loan Documents.

[Signature Page Follows]

Very truly yours,

**JAC OPERATIONS, INC.**

By: Joseph E. McNeely  
Name: Joseph E. McNeely  
Title: Vice President of Finance, Chief  
Financial Officer and Treasurer

[Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 005086 FRAME: 0356**

Acknowledged and Accepted:

**BANK OF AMERICA, N.A.,**  
as Administrative Agent

By: 

Name: Daniel R. Petrik  
Title: Senior Vice President

## Schedule 1 Trademark and Trademark Applications

<u>Description</u>	<u>Owner</u>	<u>Registration Number</u>	<u>Registration Date</u>
Trademark - "BethGon"	JAC Operations, Inc.	1,798,623	10/12/1993
Trademark - "DynaStack"	JAC Operations, Inc.	3,517,388	10/14/2008
Trademark "FREIGHTCAR AMERICA" (on supplemental)	JAC Operations, Inc.	3,072,334	3/21/2006

CHI-1897714v1

RECORDED: 08/06/2013

TRADEMARK  
REEL: 005086 FRAME: 0358