

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT**
*Under
the Securities Act of 1933*

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION***
(Exact name of registrant as specified in its charter)

<p style="text-align:center">Delaware (State or other jurisdiction of incorporation or organization)</p> <p style="text-align:center">1001 Air Brake Avenue Wilmerding, Pennsylvania 15148-0001 (412) 825-1000 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)</p>	<p>25-1615902 (I.R.S. Employer Identification No.)</p>
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David L. DeNinno, Esq.
Executive Vice President, General Counsel and Secretary
Westinghouse Air Brake Technologies Corporation
1001 Air Brake Avenue
Wilmerding, Pennsylvania 15148-0001
(412) 825-1000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a Copy to:
Randi L. Strudler
Peter E. Devlin
Jones Day
250 Vesey Street
New York, New York 10281-1047
(212) 326-3939

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.
If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

* Certain subsidiaries of Westinghouse Air Brake Technologies Corporation are also registrants and are identified herein.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽¹⁾⁽²⁾
Debt Securities				
Common Stock, par value \$.01 per share				
Preferred Stock, par value \$.01 per share				
Warrants				
Depository Shares				
Purchase Contracts				
Units				
Guarantees of Debt Securities ⁽³⁾				

(1) An indeterminate aggregate initial offering price and amount of the securities of each identified class is being registered as may be offered and sold from time to time at indeterminate prices. Separate consideration may or may not be received for securities that are issuable upon exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares. In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of all of the registration fee required in connection with this registration statement.

(2) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.

(3) No separate consideration will be received for such guarantees. Pursuant to Rule 457(n), no registration fee is required with respect to such guarantees. The direct and indirect subsidiaries of Westinghouse Air Brake Technologies Corporation that may be guarantors of some or all of the debt securities registered hereunder are listed as additional registrants for the purpose of registering their guarantees, if any, of the debt securities registered hereunder.

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices**	State or Other Jurisdiction Of Incorporation	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code
Aero Transportation Products, Inc.	Missouri	43-1167773	3743
Barber Steel Foundry Corp.	Delaware	46-3009129	3743
Durox Company	Ohio	34-0898628	3743
G&B Specialties, Inc.	Pennsylvania	22-2221935	3743
Longwood Elastomers, Inc.	Virginia	54-1604003	3743
Longwood Industries, Inc.	New Jersey	22-3136502	3743
Longwood International, Inc.	Delaware	22-3768905	3743
MotivePower, Inc.	Delaware	23-2872369	3743
Railroad Controls, L.P.	Texas	02-0538075	3743
Railroad Friction Products Corporation	Delaware	25-1112152	3743
RCL, L.L.C.	Tennessee	47-4406932	3743
RFPC Holding Corp.	Delaware	51-0345158	3743
Ricon Corp.	California	95-2746855	3743
Schaefer Equipment, Inc.	Ohio	25-0777620	3743
Standard Car Truck Company	Delaware	36-2704499	3743
Thermal Transfer Acquisition Corporation	Delaware	82-0789168	3743
TransTech of South Carolina, Inc.	Delaware	57-1015489	3743
Turbonetics Holdings, Inc.	Delaware	20-8101309	3743
Wabtec Holding Corp.	Delaware	23-2870660	3743
Wabtec International, Inc.	Delaware	20-5818808	3743
Wabtec Railway Electronics Holdings, LLC	Delaware	25-1615902	3743
Wabtec Railway Electronics, Inc.	Delaware	47-2275131	3743
Wabtec Railway Electronics Manufacturing, Inc.	Delaware	47-2284104	3743
Workhorse Rail, LLC	Pennsylvania	77-0635262	3743
Xorail, Inc.	Florida	47-0724077	3743
Young Touchstone Company	Wisconsin	39-0725170	3743

** The address, including zip code, and telephone number, including area code, of each additional registrant is c/o David L. DeNinno, Esq., Executive Vice President, General Counsel and Secretary, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148-0001, telephone number (412) 825-1000. The name, address, including zip code, and telephone number, including area code, of the agent for service for each additional registrant is David L. DeNinno, Esq., Executive Vice President, General Counsel and Secretary, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148-0001, telephone number (412) 825-1000.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-219657) of Westinghouse Air Brake Technologies Corporation and its additional registrant subsidiaries (the "Registration Statement") is being filed to (i) add RFPC Holding Corp., a Delaware corporation, Wabtec Holding Corp., a Delaware corporation, and Wabtec Railway Electronics Holdings, LLC, a Delaware limited liability company (collectively, the "New Subsidiary Guarantors"), as co-registrants to the Registration Statement that are, or may potentially be, guarantors of some or all of the debt securities with respect to which offers and sales are registered under the Registration Statement, (ii) update the information in Part II with respect to the addition of the New Subsidiary Guarantors, and (iii) file additional exhibits to the Registration Statement. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing.

This Post-Effective Amendment No. 1 shall become effective immediately upon filing with the Securities and Exchange Commission.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The expenses in connection with the issuance and distribution of the securities being registered, other than underwriting compensation, are:

SEC registration fee	\$	*
Legal fees and expenses		**
Accounting fees and expenses		**
Trustee's fees and expenses		**
Printing and engraving fees		**
Miscellaneous		**
Total	\$	*

* In accordance with Rules 456(b) and 457(r), we are deferring payment of all of the registration fee required in connection with this registration statement.

** The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that we anticipate we will incur in connection with the offering of securities under this Registration Statement. Information regarding estimated expenses of issuance and distribution of each identified class of securities being registered will be provided at the time information as to such class is included in a prospectus supplement.

Item 15. Indemnification of Directors and Officers.

1. *Section 145 of the Delaware General Corporation Law ("DGCL").* Section 145 of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 145 also provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

To the extent that a former or present director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any such indemnification (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the present or former director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination shall be made:

- (1) by a majority vote of the directors who were not parties to such action, suit or proceeding, even though less than a quorum; or
- (2) by a committee of such directors designated by a majority vote of such directors, even though less than a quorum; or
- (3) if there are no such directors, or, if such directors so direct, by independent legal counsel in a written opinion; or
- (4) by the stockholders.

Section 145 permits a Delaware business corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability.

2. *Section 102(b)(7) of the DGCL.* Section 102(b)(7) of the DGCL provides that a corporation may set forth in its Certificate of Incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL regarding the unlawful payment of dividends or approval of unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective (in the case of Wabtec, October 19, 1989). As noted in paragraph 3 below, Wabtec's Amended and Restated Certificate of Incorporation, as amended, includes a provision contemplated by Section 102(b)(7) of the DGCL.

3. *Certificate of Incorporation Provision on Liability of Directors.* The Restated Certificate of Incorporation of Wabtec, as amended, provides that no Wabtec director shall be personally liable to Wabtec or any of its stockholders for monetary damages for breach of a fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to Wabtec or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, or (iv) for any transactions from which a director derived an improper personal benefit.

4. *Indemnification By-Law.* Section 1 of Article VIII of Wabtec's Amended and Restated By-Laws provides that Wabtec shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Wabtec) by reason of the fact that he is or was a director or officer of Wabtec, or is or was a director or officer of the Wabtec enterprise, against expenses (including attorneys' fees), payments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of Wabtec, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by payment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of Wabtec, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2 of Article VIII of Wabtec's Amended and Restated By-Laws provides that Wabtec shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of Wabtec to procure a judgment in its favor by reason of the fact that he is or was a director or officer of Wabtec, or is or was a director or officer of Wabtec serving at the request of Wabtec as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against

expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of Wabtec; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to Wabtec unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3 of Article VIII of Wabtec's Amended and Restated By-Laws provides that any indemnification under Article VIII (unless ordered by a court) shall be made by Wabtec only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of Article VIII, as the case may be. Such determination shall be made (i) by a majority of the vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the stockholders. To the extent, however, that a director or officer of Wabtec has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.

Section 8 of Article VIII of Wabtec's Amended and Restated By-Laws provides that Wabtec may purchase or maintain insurance on behalf of any person who is or was a director or officer of Wabtec, or is or was a director of Wabtec serving at the request of Wabtec as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not Wabtec would have the right or obligation to indemnify him against such liability.

5. *Director and Officer Liability Insurance.* Wabtec maintains director and officer liability insurance covering its directors and officers with respect to certain liabilities which they may incur in connection with their serving as such.

6. *Similar Limitation of Liability.* The law of the state of incorporation and/or the provisions of the certificates of incorporation, the bylaws, the limited liability company agreements or the general partnership agreements, as applicable, of all of the subsidiaries listed in the "Table of Additional Registrants" included in the Registration Statement, provide for the limitation of liability and indemnification of officers, directors, managers and persons performing similar functions, as applicable, of the subsidiaries similar to those described above.

Item 16. Exhibits.

The following Exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
* 1.1	Form of Underwriting Agreement.
* 1.2	Form of Distribution Agreement.
+ 4.1	Indenture, dated August 8, 2013, by and between the Company and Wells Fargo, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Westinghouse Air Brake Technologies Corporation on August 8, 2013).
+ 4.2	First Supplemental Indenture, dated as of August 8, 2013, by and between Westinghouse Air Brake Technologies Corporation and Wells Fargo Bank, National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to Westinghouse Air Brake Technologies Corporation's Current Report on Form 8-K filed on August 8, 2013).
+ 4.3	Form of 4.375% Senior Note due 2023 (included in Exhibit 4.2).
+ 4.4	Second Supplemental Indenture, dated as of November 3, 2016, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to Westinghouse Air Brake Technologies Corporation's Current Report on Form 8-K filed on November 3, 2016).

Exhibit Number	Description
+ 4.5	Third Supplemental Indenture, dated as of November 3, 2016, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated herein by reference to Exhibit 4.3 to Westinghouse Air Brake Technologies Corporation's Current Report on Form 8-K filed on November 3, 2016).
+ 4.6	Form of 3.450 % Senior Note due 2026 (included in Exhibit 4.5).
+ 4.7	Fourth Supplemental Indenture, dated as of February 9, 2017, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated herein by reference to Exhibit 4.9 to Westinghouse Air Brake Technologies Corporation's Annual Report on Form 10-K filed on February 28, 2017).
+ 4.8	Fifth Supplemental Indenture, dated as of April 28, 2017, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to Westinghouse Air Brake Technologies Corporation's Quarterly Report on Form 10-Q filed on May 4, 2017).
+ 4.9	Sixth Supplemental Indenture, dated as of June 21, 2017, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.10 to the Registration Statement on Form S-4 filed by Westinghouse Air Brake Technologies Corporation on July 19, 2017).
4.10	Seventh Supplemental Indenture, dated as of June 8, 2018, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.10 to Westinghouse Air Brake Technologies Corporation's Quarterly Report on Form 10-Q filed on July 31, 2018).
4.11	Eighth Supplemental Indenture, dated as of June 29, 2018, by and among Westinghouse Air Brake Technologies Corporation, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.11 to Westinghouse Air Brake Technologies Corporation's Quarterly Report on Form 10-Q filed on July 31, 2018).
+ 4.12	Form of Indenture for Senior Debt (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3 filed by Westinghouse Air Brake Technologies Corporation on August 5, 2013).
+ 4.13	Form of Senior Debt Security (included as part of Exhibit 4.12).
+ 4.14	Form of Indenture for Subordinated Debt (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-3 filed by Westinghouse Air Brake Technologies Corporation on August 5, 2013).
+ 4.15	Form of Subordinated Debt Security (included as part of Exhibit 4.14).
* 4.16	Form of Warrant Agreement.
* 4.17	Form of Warrant Certificate.
* 4.18	Form of Deposit Agreement.
* 4.19	Form of Depositary Receipt.
* 4.20	Form of Purchase Contract Agreement.
* 4.21	Form of Purchase Contract Security.
* 4.22	Form of Purchase Unit Agreement.
* 4.23	Form of Purchase Unit Certificate.
+ 4.24	Form of Certificate of Common Stock (incorporated by reference to Exhibit 5 to the Registration Statement on Form 8-A filed by Westinghouse Air Brake Technologies Corporation on May 19, 1995).
* 4.25	Form of Certificate of Preferred Stock.
* 4.26	Form of Guarantee.
+ 5.1	Opinion of K&L Gates LLP (as to securities registered under the Registration Statement, other than the guarantees of the New Subsidiary Guarantors).
5.2	Opinion of Jones Day (as to the guarantees of the New Subsidiary Guarantors).
12.1	Statement Regarding Computation of Ratios of Earnings to Fixed Charges (incorporated by reference to exhibit 12.1 to Westinghouse Air Brake Technologies Corporation's Current Report on Form 8-K filed on September 10, 2018).
15.1	Awareness Letter of KPMG LLP.
23.1	Consent of Ernst & Young LLP.

Exhibit Number	Description
23.2	Consent of PricewaterhouseCoopers Audit.
23.3	Consent of KPMG LLP.
+ 23.5	Consent of K&L Gates LLP (included as part of Exhibit 5.1).
23.6	Consent of Jones Day (included as part of Exhibit 5.2).
+ 24.1	Powers of Attorney of certain directors and officers of the registrants (included on signature pages to the Registration Statement).
24.2	Powers of Attorney of certain directors and officers of the registrants (included on signature pages hereto).
25.1	Form T-1 Statement of Eligibility of Trustee under the Indenture dated August 8, 2013, by and between the Company and Wells Fargo, National Association, as Trustee.
25.2	Form T-1 Statement of Eligibility of Senior Debt Indenture Trustee.
25.3	Form T-1 Statement of Eligibility of Subordinated Debt Indenture Trustee.

* To be filed either by amendment to this Registration Statement or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

+ Previously filed.

Item 17. Undertakings.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
 - (A) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of a registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, each undersigned registrant undertakes that in a primary offering of securities of an undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of an undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of an undersigned Registrant or used or referred to by an undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about an undersigned registrant or its securities provided by or on behalf of an undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by an undersigned registrant to the purchaser.
- (6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of each registrant pursuant to the foregoing provisions, or otherwise, each registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person of a registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, that registrant will, unless in the opinion of its counsel the claim has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Albert J. Neupaver</u>	Executive Chairman of the Board	September 10, 2018
* <u>Raymond T. Betler</u>	President and Chief Executive Officer and Director (Principal Executive Officer)	September 10, 2018
* <u>Patrick D. Dugan</u>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 10, 2018
* <u>John A. Mastalerz</u>	Senior Vice President of Finance, Corporate Controller and Principal Accounting Officer (Principal Accounting Officer)	September 10, 2018
* <u>Philippe Alfroid</u>	Director	September 10, 2018
* <u>Robert J. Brooks</u>	Director	September 10, 2018
* <u>Erwan Faiveley</u>	Director	September 10, 2018
* <u>Emilio A. Fernandez</u>	Director	September 10, 2018
* <u>Lee B. Foster, II</u>	Director	September 10, 2018
* <u>Linda Harty</u>	Director	September 10, 2018

Signature	Title	Date
* _____ Brian P. Hehir	Director	September 10, 2018
* _____ Michael W. D. Howell	Director	September 10, 2018
* _____ William E. Kassling	Director	September 10, 2018
* _____ Stephane Rambaud-Measson	Director	September 10, 2018

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno

Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

AERO TRANSPORTATION PRODUCTS, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President and Treasurer and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018
* <u>Mickey Korzeniowski</u>	Director	September 10, 2018

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

BARBER STEEL FOUNDRY CORP.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018
* <u>David L. DeNinno</u>	Director	September 10, 2018

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

DUROX COMPANY

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Durox Company, an Ohio corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

G&B SPECIALTIES, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of G&B Specialties, Inc., a Pennsylvania corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

LONGWOOD ELASTOMERS, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Longwood Elastomers, Inc., a Virginia corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

LONGWOOD INDUSTRIES, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Longwood Industries, Inc., a New Jersey corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

LONGWOOD INTERNATIONAL, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Longwood International, Inc., a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

MOTIVEPOWER, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of MotivePower, Inc., a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

RAILROAD CONTROLS, L.P.

By: RCL, L.L.C., its General Partner

By: /s/ Patrick D. Dugan

Name: Patrick D. Dugan

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Patrick D. Dugan	Vice President and Treasurer of RCL, L.L.C. (Principal Executive, Financial and Accounting Officer)	September 10, 2018
RCL, L.L.C.	General Partner	September 10, 2018

*

Patrick D. Dugan
Title: Vice President and Treasurer

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

RAILROAD FRICTION PRODUCTS CORPORATION

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Railroad Friction Products Corporation, a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

RCL, L.L.C.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President and Treasurer (Principal Executive, Financial and Accounting Officer)	September 10, 2018
RCLP Acquisition LLC	Managing Member	September 10, 2018
* <u>Patrick D. Dugan</u> Title: Vice President and Treasurer		

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

RICON CORP.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Ricon Corp., a California corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

SCHAEFER EQUIPMENT, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President of Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President of Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Schaefer Equipment, Inc., an Ohio corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

STANDARD CAR TRUCK COMPANY

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President of Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President of Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Standard Car Truck Company, a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

THERMAL TRANSFER ACQUISITION
CORPORATION

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President and Treasurer and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018
* <u>Michael E. Fetsko</u>	Director	September 10, 2018

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

TRANSTECH OF SOUTH CAROLINA, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of TransTech of South Carolina, Inc., a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

TURBONETICS HOLDINGS, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Turbonetics Holdings, Inc., a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WABTEC INTERNATIONAL, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Wabtec International, Inc., a Delaware corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WABTEC RAILWAY ELECTRONICS, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018
* <u>Bruce Beveridge</u>	Director	September 10, 2018

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WABTEC RAILWAY ELECTRONICS
MANUFACTURING, INC.

By: /s/ Patrick D. Dugan

Name: Patrick D. Dugan

Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018
* <u>Bruce Beveridge</u>	Director	September 10, 2018

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno

Name: David L. DeNinno

Title: Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WORKHORSE RAIL, LLC

By: /s/ Patrick D. Dugan

Name: Patrick D. Dugan

Title: Vice President of Finance

POWER OF ATTORNEY

Each of the undersigned directors and officers of Workhorse Rail, LLC, a Pennsylvania limited liability company, do hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President of Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
<u>/s/ David M. Seitz</u> David M. Seitz	Director	September 10, 2018
<u>/s/ John Mastalerz</u> John Mastalerz	Director	September 10, 2018

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

XORAIL, INC.

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

The undersigned director of Xorail, Inc., a Florida corporation, does hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me in my name in the capacity indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof.

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

YOUNG TOUCHSTONE COMPANY

By: /s/ Patrick D. Dugan
Name: Patrick D. Dugan
Title: Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Patrick D. Dugan</u>	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	September 10, 2018
* <u>David M. Seitz</u>	Director	September 10, 2018

POWER OF ATTORNEY

Each of the undersigned directors of Young Touchstone Company, a Wisconsin corporation, do hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

/s/ Michael E. Fetsko Director September 10, 2018
Michael E. Fetsko

/s/ John Mastalerz Director September 10, 2018
John Mastalerz

* The undersigned by signing his name hereto does sign and execute this registration statement on Form S-3 pursuant to the Powers of Attorney executed by the above-named directors and officers of the registrant,

/s/ David L. DeNinno
Name: David L. DeNinno
Title: Attorney-in-fact



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

RFPC HOLDING CORP.

By: /s/ Patrick D. Dugan

Name: Patrick D. Dugan

Title: Vice President of Finance

POWER OF ATTORNEY

Each of the undersigned directors and officers of RFPC Holding Corp., a Delaware corporation, do hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President of Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
<u>/s/ David M. Seitz</u> David M. Seitz	Director	September 10, 2018
<u>/s/ John Mastalerz</u> John Mastalerz	Director	September 10, 2018
<u>/s/ Kamini Patel</u> Kamini Patel	Director	September 10, 2018

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WABTEC RAILWAY ELECTRONICS
HOLDINGS, LLC

By: /s/ Patrick D. Dugan

Name: Patrick D. Dugan

Title: Vice President of Finance

POWER OF ATTORNEY

Each of the undersigned directors and officers of Wabtec Railway Electronics Holdings, LLC, Delaware limited liability company, do hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President of Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
<u>/s/ David M. Seitz</u> David M. Seitz	Director	September 10, 2018
<u>/s/ Bruce Beveridge</u> Bruce Beveridge	Director	September 10, 2018

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania on September 10, 2018.

WABTEC HOLDING CORP.

By: /s/ Patrick D. Dugan

Name: Patrick D. Dugan

Title: Vice President of Finance

POWER OF ATTORNEY

Each of the undersigned directors and officers of Wabtec Holding Corp., a Delaware corporation, do hereby constitute and appoint Patrick D. Dugan and David L. DeNinno, or either of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President of Finance and Director (Principal Executive, Financial and Accounting Officer)	September 10, 2018
<u>/s/ David M. Seitz</u> David M. Seitz	Director	September 10, 2018
<u>/s/ John Mastalerz</u> John Mastalerz	Director	September 10, 2018
<u>/s/ Kamini Patel</u> Kamini Patel	Director	September 10, 2018
<u>/s/ David L. DeNinno</u> David L. DeNinno	Director	September 10, 2018

JONES DAY

250 VESEY STREET • NEW YORK, NEW YORK 10281.1047

TELEPHONE: +1.212.326.3939 • FACSIMILE: +1.212.755.7306

September 10,
2018Westinghouse Air Brake Technologies Corporation
1001 Air Brake Avenue
Wilmerding, Pennsylvania 15148Re: Post-Effective Amendment No. 1 to Registration Statement on Form S-3 Filed by
Westinghouse Air Brake Technologies Corporation and the Guarantors

Ladies and Gentlemen:

We have acted as counsel for Westinghouse Air Brake Technologies Corporation, a Delaware corporation (the “**Company**”) and the guarantors listed on Annex A hereto (collectively, the “**New Guarantors**”) in connection with the authorization of the issuance and sale from time to time, on a delayed basis, by the Company and the New Guarantors, as applicable, of (i) debt securities of the Company (the “**Debt Securities**”), in one or more series, and (ii) guarantees of the Company’s obligations under Debt Securities by one or more of the New Guarantors (the “**Guarantees**” and together with the Debt Securities, the “**Securities**”), as contemplated by the Company’s Registration Statement on Form S-3 (Registration No. 333-219657), as amended by a Post-Effective Amendment No. 1, to which this opinion is filed as an exhibit (as the same may be amended from time to time, the “**Registration Statement**”). The Securities may be offered and sold from time to time pursuant to Rule 415 under the Securities Act of 1933, as amended (the “**Securities Act**”).

In connection with the opinions expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of this opinion. Based on the foregoing and subject to the further assumptions, qualifications and limitations set forth herein, we are of the opinion that:

1. The Debt Securities, upon receipt by the Company of such lawful consideration therefor as the Company’s Board of Directors (or an authorized committee thereof) may determine, will constitute valid and binding obligations of the Company.
2. Upon the execution, authentication, issuance, sale and delivery of the Debt Securities, the Guarantees thereof will constitute valid and binding obligations of the New Guarantors.

ALKHOBAR · AMSTERDAM · ATLANTA · BEIJING · BOSTON · BRISBANE · BRUSSELS · CHICAGO · CLEVELAND · COLUMBUS · DALLAS
DETROIT · DUBAI · DÜSSELDORF · FRANKFURT · HONG KONG · HOUSTON · IRVINE · LONDON · LOS ANGELES · MADRID · MELBOURNE
MEXICO CITY · MIAMI · MILAN · MINNEAPOLIS · MOSCOW · MUNICH · NEW YORK · PARIS · PERTH · PITTSBURGH · RIYADH SAN DIEGO ·
SAN FRANCISCO · SÃO PAULO · SHANGHAI · SILICON VALLEY · SINGAPORE · SYDNEY · TAIPEI · TOKYO · WASHINGTON

In rendering the foregoing opinions, we have assumed that: (i) the Registration Statement, and any amendments thereto, will have become effective (and will remain effective at the time of issuance of any Securities thereunder); (ii) a prospectus supplement describing each class and/or series of Securities offered pursuant to the Registration Statement, to the extent required by applicable law and relevant rules and regulations of the Securities and Exchange Commission (the "**Commission**"), will be timely filed with the Commission; (iii) the definitive terms of each class and/or series of Securities will have been established in accordance with the authorizing resolutions adopted by the Boards of Directors or other governing body, as applicable, (or an authorized committee thereof), of the Company and the New Guarantors, the charter documents of the Company and the New Guarantors, as applicable, as well as applicable law; (iv) the Company and the New Guarantors will issue and deliver the Securities in the manner contemplated by the Registration Statement; (v) the resolutions authorizing the Company and the New Guarantors to issue, offer and sell the Securities will have been adopted by the Boards of Directors or other governing body, as applicable, (or an authorized committee thereof) of the Company and the New Guarantors and will be in full force and effect at all times at which the Securities are offered or sold by the Company and the New Guarantors; (vi) all Securities will be issued in compliance with applicable federal and state securities laws and (vii) the applicable Indenture (as defined below) pursuant to which the Securities are issued will be governed by and construed in accordance with the laws of the State of New York and will constitute a valid and binding obligation of each party thereto other than the Company and the New Guarantors.

For purposes of the opinions expressed herein, we have further assumed that: (i) the Debt Securities and related Guarantees will have been issued pursuant to (A) the indenture, dated as of August 8, 2013, by and among the Company, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (the "**Trustee**"), as amended and supplemented (the "**Existing Indenture**"), or (B) an indenture, in a form approved by us, that has been authorized, executed and delivered by the Company, the guarantors party thereto and the Trustee (the "**New Indenture**," and, each of the Existing Indenture and the New Indenture, an "**Indenture**") and that the New Indenture will have been qualified under the Trust Indenture Act of 1939, as amended; (ii) all terms of the Debt Securities and related Guarantees not provided for in the applicable Indenture will have been established in accordance with the provisions of such Indenture and reflected in appropriate documentation approved by us and, if applicable, executed and delivered by the Company, the New Guarantors and the Trustee; and (iii) the Debt Securities and related Guarantees will be executed, authenticated, issued and delivered in accordance with the provisions of the applicable Indenture.

The opinions expressed herein are limited by bankruptcy, insolvency, reorganization, fraudulent transfer and fraudulent conveyance, voidable preference, moratorium or other similar laws and related regulations and judicial doctrines from time to time in effect relating to or affecting creditors' rights generally, and by general equitable principles and public policy considerations, whether such principles and considerations are considered in a proceeding at law or at equity.

Westinghouse Air Brake Technologies Corporation
September 10, 2018
Page 3

As to facts material to the opinions and assumptions expressed herein, we have relied upon oral or written statements and representations of officers and other representatives of the Company and the New Guarantors, and others. The opinions expressed herein are limited to the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act, the laws of the State of New York, the laws of the State of Ohio and the laws of the Commonwealth of Pennsylvania, in each case as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to Jones Day under the caption "Legal Matters" in the prospectus constituting a part of the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

ANNEX A

Name of New Guarantor

RFPC Holding Corp.
Schaefer Equipment, Inc.
Standard Car Truck Company
Wabtec Holding Corp.
Wabtec Railway Electronics Holdings, LLC
Workhorse Rail, LLC

**State of Incorporation
or Organization**

Delaware
Ohio
Delaware
Delaware
Delaware
Pennsylvania



KPMG LLP
Aon Center
Suite 5500
200 E. Randolph Street
Chicago, IL 60601-6436

September 10, 2018

General Electric Company
Boston, Massachusetts

Re: Registration Statement (No. 333-219657)

With respect to the subject registration statement, we acknowledge our awareness of the use on this Form S-3 of Westinghouse Air Brake Technologies Corporation of our report dated August 7, 2018 related to our review of interim financial information of GE Transportation (a carve-out business of General Electric Company).

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent auditor within the meaning of Sections 7 and 11 of the Act.

Yours truly,

/s/ KPMG LLP

Chicago, Illinois

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 No. 333-219657) and related Prospectus of Westinghouse Air Brake Technologies Corporation and to the incorporation by reference in the Post-Effective Amendment No. 1 to such Registration Statement of our report dated February 26, 2018, except for Notes 2, 4, 8, 13, 20, 21, 22, and 23, as to which the date is September 10, 2018, with respect to the consolidated financial statements and schedule of Westinghouse Air Brake Technologies Corporation included in its Current Report on Form 8-K dated September 10, 2018, and our report dated February 26, 2018, with respect to the effectiveness of internal control over financial reporting of Westinghouse Air Brake Technologies Corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 2017, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
September 10, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-219657) of WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION of our report dated February 23, 2017 relating to the financial statements of Faiveley Transport, which appears in the Current Report on Form 8-K of Westinghouse Air Brake Technologies Corporation dated September 10, 2018. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers Audit

Neuilly-sur-Seine, France
September 10, 2018



KPMG LLP
Aon Center
Suite 5500
200 E. Randolph Street
Chicago, IL 60601-6436

Consent of Independent Registered Public Accounting Firm

The Board of Directors
General Electric Company:

We consent to the use of our report dated June 4, 2018, with respect to the combined statement of financial position of GE Transportation (a carve-out business of General Electric Company) as of December 31, 2017 and 2016, the related combined statements of earnings, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the registration statement.

/s/ KPMG LLP

Chicago, Illinois
September 10, 2018

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)

WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association

(Jurisdiction of incorporation or organization if not a U.S. national bank)

94-1347393

(I.R.S. Employer Identification No.)

101 North Phillips Avenue

Sioux Falls, South Dakota

(Address of principal executive offices)

57104

(Zip code)

**Wells Fargo & Company
Law Department, Trust Section
MAC N9305-175**

**Sixth Street and Marquette Avenue, 17th Floor
Minneapolis, Minnesota 55479
(612) 667-4608**

(Name, address and telephone number of agent for service)

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION**

(Exact name of obligor as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware

(State or other jurisdiction of incorporation or organization)

25-1615902

(I.R.S. Employer Identification No.)

1001 Air Brake Avenue

Wilmerding, Pennsylvania

(Address of principal executive offices)

15148-0001

(Zip code)

Debt Securities
(Title of the indenture securities)

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices*	State or Other Jurisdiction Of Incorporation	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code
Aero Transportation Products, Inc.	Missouri	43-1167773	3743
Barber Steel Foundry Corp.	Delaware	46-3009129	3743
Durox Company	Ohio	34-0898628	3743
G&B Specialties, Inc.	Pennsylvania	22-2221935	3743
Longwood Elastomers, Inc.	Virginia	54-1604003	3743
Longwood Industries, Inc.	New Jersey	22-3136502	3743
Longwood International, Inc.	Delaware	22-3768905	3743
MotivePower, Inc.	Delaware	23-2872369	3743
Railroad Controls, L.P.	Texas	02-0538075	3743
Railroad Friction Products Corporation	Delaware	25-1112152	3743
RCL, L.L.C.	Tennessee	47-4406932	3743
RFPC Holding Corp.	Delaware	51-0345158	3743
Ricon Corp.	California	95-2746855	3743
Schaefer Equipment, Inc.	Ohio	25-0777620	3743
Standard Car Truck Company	Delaware	36-2704499	3743
Thermal Transfer Acquisition Corporation	Delaware	82-0789168	3743
TransTech of South Carolina, Inc.	Delaware	57-1015489	3743
Turbonetics Holdings, Inc.	Delaware	20-8101309	3743
Wabtec Holding Corp.	Delaware	23-2870660	3743
Wabtec International, Inc.	Delaware	20-5818808	3743
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Wabtec Railway Electronics Manufacturing, Inc.	Delaware	47-2284104	3743
Workhorse Rail, LLC	Pennsylvania	77-0635262	3743
Xorail, Inc.	Florida	47-0724077	3743
Young Touchstone Company	Wisconsin	39-0725170	3743

* The address, including zip code, and telephone number, including area code, of each additional registrant is c/o David L. DeNinno, Esq., Executive Vice President, General Counsel and Secretary, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148-0001, telephone number (412) 825-1000. The name, address, including zip code, and telephone number, including area code, of the agent for service for each additional registrant is David L. DeNinno, Esq., Executive Vice President, General Counsel and Secretary, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148-0001, telephone number (412) 825-1000.

Item 1. General Information. Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency
Treasury Department
Washington, D.C.

Federal Deposit Insurance Corporation
Washington, D.C.

Federal Reserve Bank of San Francisco
San Francisco, California 94120

- (b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

Item 15. Foreign Trustee. Not applicable.

Item 16. List of Exhibits. List below all exhibits filed as a part of this Statement of Eligibility.

- Exhibit 1. A copy of the Articles of Association of the trustee now in effect.*
- Exhibit 2. A copy of the Comptroller of the Currency Certificate of Corporate Existence for Wells Fargo Bank, National Association, dated January 14, 2015.*
- Exhibit 3. A copy of the Comptroller of the Currency Certification of Fiduciary Powers for Wells Fargo Bank, National Association, dated January 6, 2014.*
- Exhibit 4. Copy of By-laws of the trustee as now in effect.*
- Exhibit 5. Not applicable.
- Exhibit 6. The consent of the trustee required by Section 321(b) of the Act.
- Exhibit 7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
- Exhibit 8. Not applicable.
- Exhibit 9. Not applicable.

* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit to the Filing 305B2 dated March 13, 2015 of file number 333-190926.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta and State of Georgia on the 20th day of August, 2018.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Stefan Victory

Stefan Victory

Vice President

August 20, 2018

Securities and Exchange Commission
Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Stefan Victory

Stefan Victory
Vice President

Consolidated Report of Condition of

Wells Fargo Bank National Association
of 101 North Phillips Avenue, Sioux Falls, SD 57104
And Foreign and Domestic Subsidiaries,

at the close of business June 30, 2018, filed in accordance with 12 U.S.C. §161 for National Banks.

Dollar Amounts
In Millions

ASSETS

Cash and balances due from depository institutions:

Noninterest-bearing balances and currency and coin	\$ 19,803
Interest-bearing balances	143,123

Securities:

Held-to-maturity securities	144,098
Available-for-sale securities	250,007
Equity Securities with readily determinable fair value not held for trading	94

Federal funds sold and securities purchased under agreements to resell:

Federal funds sold in domestic offices	79
Securities purchased under agreements to resell	34,203

Loans and lease financing receivables:

Loans and leases held for sale	13,308
Loans and leases, net of unearned income	918,993
LESS: Allowance for loan and lease losses	9,864
Loans and leases, net of unearned income and allowance	909,129

Trading Assets

44,974

Premises and fixed assets (including capitalized leases)

8,073

Other real estate owned

502

Investments in unconsolidated subsidiaries and associated companies

12,118

Direct and indirect investments in real estate ventures

163

Intangible assets

40,514

Other assets

54,889

Total assets	<u>\$ 1,675,077</u>
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LIABILITIES

Deposits:

In domestic offices	\$ 1,269,998
Noninterest-bearing	415,406
Interest-bearing	854,592
In foreign offices, Edge and Agreement subsidiaries, and IBFs	52,292
Noninterest-bearing	897
Interest-bearing	51,395

Federal funds purchased and securities sold under agreements to repurchase:

Federal funds purchased in domestic offices	8,421
Securities sold under agreements to repurchase	6,394

Dollar Amounts
In Millions

Trading liabilities	11,024
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	116,305
Subordinated notes and debentures	11,749
Other liabilities	34,525
Total liabilities	\$ 1,510,708
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	112,567
Retained earnings	54,424
Accumulated other comprehensive income	-3,482
Other equity capital components	0
Total bank equity capital	164,028
Noncontrolling (minority) interests in consolidated subsidiaries	341
Total equity capital	164,369
Total liabilities, and equity capital	\$ 1,675,077

I, John R. Shrewsberry, Sr. EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

/s/ John R. Shrewsberry
Sr. EVP & CFO

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Directors

/s/ Enrique Hernandez, Jr

/s/ Federico F. Pena

/s/ James Quigley

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)

WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association

(Jurisdiction of incorporation or organization if not a U.S. national bank)

94-1347393

(I.R.S. Employer Identification No.)

101 North Phillips Avenue

Sioux Falls, South Dakota

(Address of principal executive offices)

57104

(Zip code)

**Wells Fargo & Company
Law Department, Trust Section
MAC N9305-175**

**Sixth Street and Marquette Avenue, 17th Floor
Minneapolis, Minnesota 55479**

(612) 667-4608

(Name, address and telephone number of agent for service)

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION**

(Exact name of obligor as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware

(State or other jurisdiction of incorporation or organization)

25-1615902

(I.R.S. Employer Identification No.)

1001 Air Brake Avenue

Wilmerding, Pennsylvania

(Address of principal executive offices)

15148-0001

(Zip code)

Senior Debt Securities

(Title of the indenture securities)

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices*	State or Other Jurisdiction Of Incorporation	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code
Aero Transportation Products, Inc.	Missouri	43-1167773	3743
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Longwood Industries, Inc.	New Jersey	22-3136502	3743
Longwood International, Inc.	Delaware	22-3768905	3743
MotivePower, Inc.	Delaware	23-2872369	3743
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Workhorse Rail, LLC	Pennsylvania	77-0635262	3743
Xorail, Inc.	Florida	47-0724077	3743
Young Touchstone Company	Wisconsin	39-0725170	3743

* The address, including zip code, and telephone number, including area code, of each additional registrant is c/o David L. DeNinno, Esq., Executive Vice President, General Counsel and Secretary, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148-0001, telephone number (412) 825-1000. The name, address, including zip code, and telephone number, including area code, of the agent for service for each additional registrant is David L. DeNinno, Esq., Executive Vice President, General Counsel and Secretary, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148-0001, telephone number (412) 825-1000.

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- (a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency
Treasury Department
Washington, D.C.

Federal Deposit Insurance Corporation
Washington, D.C.

Federal Reserve Bank of San Francisco
San Francisco, California 94120

- (b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

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- Exhibit 8. Not applicable.
- Exhibit 9. Not applicable.

* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit to the Filing 305B2 dated March 13, 2015 of file number 333-190926.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York and State of New York on the 20th day of August, 2018.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Raymond Delli Colli

Raymond Delli Colli
Vice President

August 20, 2018

Securities and Exchange Commission
Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Raymond Delli Colli

Raymond Delli Colli
Vice President

Consolidated Report of Condition of

Wells Fargo Bank National Association
of 101 North Phillips Avenue, Sioux Falls, SD 57104
And Foreign and Domestic Subsidiaries,

at the close of business June 30, 2018, filed in accordance with 12 U.S.C. §161 for National Banks.

Dollar Amounts
In Millions

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Total liabilities	\$ 1,510,708
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Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	112,567
Retained earnings	54,424
Accumulated other comprehensive income	-3,482
Other equity capital components	0
Total bank equity capital	164,028
Noncontrolling (minority) interests in consolidated subsidiaries	341
Total equity capital	164,369
Total liabilities, and equity capital	\$ 1,675,077

I, John R. Shrewsberry, Sr. EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

/s/ John R. Shrewsberry
Sr. EVP & CFO

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Directors

/s/ Enrique Hernandez, Jr

/s/ Federico F. Pena

/s/ James Quigley

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
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WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association

(Jurisdiction of incorporation or organization if not a U.S. national bank)

94-1347393

(I.R.S. Employer Identification No.)

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**Wells Fargo & Company
Law Department, Trust Section
MAC N9305-175**

Sixth Street and Marquette Avenue, 17th Floor

Minneapolis, Minnesota 55479

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**WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION**

(Exact name of obligor as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware

(State or other jurisdiction of incorporation or organization)

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(I.R.S. Employer Identification No.)

1001 Air Brake Avenue

Wilmerding, Pennsylvania

(Address of principal executive offices)

15148-0001

(Zip code)

Subordinated Debt Securities

(Title of the indenture securities)

TABLE OF ADDITIONAL REGISTRANTS

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- Exhibit 8. Not applicable.
- Exhibit 9. Not applicable.

* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit to the Filing 305B2 dated March 13, 2015 of file number 333-190926.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York and State of New York on the 20th day of August, 2018.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Raymond Delli Colli

Raymond Delli Colli

Vice President

August 20, 2018

Securities and Exchange Commission
Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Raymond Delli Colli

Raymond Delli Colli
Vice President

Consolidated Report of Condition of

Wells Fargo Bank National Association
of 101 North Phillips Avenue, Sioux Falls, SD 57104
And Foreign and Domestic Subsidiaries,

at the close of business June 30, 2018, filed in accordance with 12 U.S.C. §161 for National Banks.

Dollar Amounts
In Millions

ASSETS

Cash and balances due from depository institutions:

Noninterest-bearing balances and currency and coin	\$ 19,803
Interest-bearing balances	143,123

Securities:

Held-to-maturity securities	144,098
Available-for-sale securities	250,007
Equity Securities with readily determinable fair value not held for trading	94

Federal funds sold and securities purchased under agreements to resell:

Federal funds sold in domestic offices	79
Securities purchased under agreements to resell	34,203

Loans and lease financing receivables:

Loans and leases held for sale	13,308
Loans and leases, net of unearned income	918,993
LESS: Allowance for loan and lease losses	9,864
Loans and leases, net of unearned income and allowance	909,129

Trading Assets

44,974

Premises and fixed assets (including capitalized leases)

8,073

Other real estate owned

502

Investments in unconsolidated subsidiaries and associated companies

12,118

Direct and indirect investments in real estate ventures

163

Intangible assets

40,514

Other assets

54,889

Total assets

\$ 1,675,077

LIABILITIES

Deposits:

In domestic offices	\$ 1,269,998
Noninterest-bearing	415,406
Interest-bearing	854,592
In foreign offices, Edge and Agreement subsidiaries, and IBFs	52,292
Noninterest-bearing	897
Interest-bearing	51,395

Federal funds purchased and securities sold under agreements to repurchase:

Federal funds purchased in domestic offices	8,421
Securities sold under agreements to repurchase	6,394

Trading liabilities	11,024
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	116,305
Subordinated notes and debentures	11,749
Other liabilities	34,525
	\$ 1,510,708
 EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	112,567
Retained earnings	54,424
Accumulated other comprehensive income	-3,482
Other equity capital components	0
	164,028
Total bank equity capital	164,028
Noncontrolling (minority) interests in consolidated subsidiaries	341
	164,369
Total equity capital	164,369
	\$ 1,675,077

I, John R. Shrewsberry, Sr. EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

/s/ John R. Shrewsberry
Sr. EVP & CFO

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Directors

/s/ Enrique Hernandez, Jr

/s/ Federico F. Pena

/s/ James Quigley