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

POST-EFFECTIVE AMENDMENT NO. 2 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)

Delaware

(State or other jurisdiction of incorporation or organization)

25-1615902

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

**30 Isabella Street
Pittsburgh, Pennsylvania 15212
(412) 825-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David L. DeNinno, Esq.
Executive Vice President, General Counsel and Secretary
Westinghouse Air Brake Technologies Corporation
30 Isabella Street
Pittsburgh, Pennsylvania 15212
(412) 825-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**With a Copy to:
Jeffrey W. Acre, Esq.
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, Pennsylvania 15222
(412) 355-6500**

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.

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				
Depositary 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 depositary 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 Incorporated 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
GE Transportation, a Wabtec Company	Delaware	83-0543909	3743
RFPC Holding Corp.	Delaware	51-0345158	3743
Schaefer Equipment, Inc.	Ohio	25-0777620	3743
Standard Car Truck Company	Delaware	36-2704499	3743
Transportation IP Holdings, LLC	Delaware	06-1554217	3743
Transportation Systems Services Operations Inc.	Nevada	06-1105824	3743
Wabtec Holding Corp.	Delaware	23-2870660	3743
Wabtec Railway Electronics Holdings, LLC	Delaware	N/A	3743
Wabtec Transportation Systems, LLC	Delaware	N/A	3743
Workhorse Rail, LLC	Pennsylvania	77-0635262	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, 30 Isabella Street, Pittsburgh, Pennsylvania 15212, 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, 30 Isabella Street, Pittsburgh, Pennsylvania 15212, telephone number (412) 825-1000.

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 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) update the list of 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 (collectively, the "Subsidiary Guarantors"), (ii) update the information in Part II with respect to the 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. 2 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).
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 Current 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](#) Ninth Supplemental Indenture, dated as of September 14, 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 4.3 to Westinghouse Air Brake Technologies Corporation’s Current Report on Form 8-K filed on September 14, 2018).
- [4.13](#) Form of Floating Rate Senior Note due 2021 (included in Exhibit 4.12).
- [4.14](#) Form of 4.15% Senior Note due 2024 (included in Exhibit 4.12).
- [4.15](#) Form of 4.70% Senior Note due 2028 (included in Exhibit 4.12).
- [4.16](#) Tenth Supplemental Indenture, dated as of June 6, 2019, 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 4.1 to Westinghouse Air Brake Technologies Corporation’s Quarterly Report on Form 10-Q filed on August 1, 2019).
- [4.17](#) 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).

4.18	Form of Senior Debt Security (included as part of Exhibit 4.1 and Exhibit 4.17).
4.19	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).
4.20	Form of Subordinated Debt Security (included as part of Exhibit 4.19).
* 4.21	Form of Warrant Agreement.
* 4.22	Form of Warrant Certificate.
* 4.23	Form of Deposit Agreement.
* 4.24	Form of Depositary Receipt.
* 4.25	Form of Purchase Contract Agreement.
* 4.26	Form of Purchase Contract Security.
* 4.27	Form of Purchase Unit Agreement.
* 4.28	Form of Purchase Unit Certificate.
4.29	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).
* 4.30	Form of Certificate of Preferred Stock.
* 4.31	Form of Guarantee.
5.1	Opinion of K&L Gates LLP (incorporated by reference to Exhibit 5.1 to the Registration Statement on Form S-3 (File No. 333-219657) filed by Westinghouse Air Brake Technologies Corporation on August 3, 2017) (as to securities that may be offered under the Registration Statement by Westinghouse Air Brake Technologies Corporation and certain subsidiary guarantors).
5.2	Opinion of Jones Day (incorporated by reference to Exhibit 5.2 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-219657) filed by Westinghouse Air Brake Technologies Corporation on September 10, 2018) (as to securities that may be offered under the Registration Statement by certain subsidiary guarantors).
+ 5.3	Opinion of K&L Gates LLP (as to securities that may be offered under the Registration Statement by certain subsidiary guarantors).
+ 23.1	Consent of Ernst & Young LLP.

23.2 Consent of K&L Gates LLP (included as part of Exhibit [5.1](#) and Exhibit [5.3](#)).

[23.3](#) 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 on Form S-3 (File No. 333-219657) filed by Westinghouse Air Brake Technologies Corporation on August 3, 2017 and Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-219657) filed by Westinghouse Air Brake Technologies Corporation on September 10, 2018).

[24.2](#) Powers of Attorney of certain directors and officers of the registrants (included on the 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.

+ Filed herewith.

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 Pittsburgh, Commonwealth of Pennsylvania on June 16, 2020.

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.

SIGNATURE	TITLE	DATE
<u>/s/ Rafael Santana</u> Rafael Santana	President and Chief Executive Officer and Director (Principal Executive Officer)	June 16, 2020
<u>*</u> Patrick D. Dugan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 16, 2020
<u>*</u> John A. Mastalerz	Senior Vice President and Principal Accounting Officer (Principal Accounting Officer)	June 16, 2020
<u>*</u> Albert J. Neupaver	Chairman of the Board	June 16, 2020
<u>*</u> Erwan Faiveley	Director	June 16, 2020

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 Pittsburgh, Commonwealth of Pennsylvania on June 16, 2020.

GE TRANSPORTATION, A WABTEC COMPANY

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

POWER OF ATTORNEY

Each of the undersigned directors and officers of GE Transportation, a Wabtec Company, 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.

SIGNATURE	TITLE	DATE
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	June 16, 2020
<u>/s/ Rafael Santana</u> Rafael Santana	Director	June 16, 2020

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 Pittsburgh, Commonwealth of Pennsylvania on June 16, 2020.

TRANSPORTATION IP HOLDINGS, LLC

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

POWER OF ATTORNEY

Each of the undersigned directors and officers of Transportation IP Holdings, LLC, a 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.

SIGNATURE	TITLE	DATE
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	June 16, 2020

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 Pittsburgh, Commonwealth of Pennsylvania on June 16, 2020.

TRANSPORTATION SYSTEMS SERVICES OPERATIONS, INC.

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

POWER OF ATTORNEY

Each of the undersigned directors and officers of Transportation Systems Services Operations, Inc., 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.

SIGNATURE	TITLE	DATE
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	June 16, 2020
<u>/s/ James Hilderhoff</u> James Hilderhoff	Director	June 16, 2020
<u>/s/ Pascal Schweitzer</u> Pascal Schweitzer	Director	June 16, 2020

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 Pittsburgh, Commonwealth of Pennsylvania on June 16, 2020.

WABTEC TRANSPORTATION SYSTEMS, LLC

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

POWER OF ATTORNEY

Each of the undersigned directors and officers of Wabtec Transportation Systems, LLC, a 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.

SIGNATURE	TITLE	DATE
<u>/s/ Patrick D. Dugan</u> Patrick D. Dugan	Vice President, Finance (Principal Executive, Financial and Accounting Officer)	June 16, 2020
<u>/s/ James Hilderhoff</u> James Hilderhoff	Director	June 16, 2020
<u>/s/ Rafael Santana</u> Rafael Santana	Director	June 16, 2020



K&L GATES

June 16, 2020
Westinghouse Air Brake Technologies Corporation
30 Isabella Street
Pittsburgh, Pennsylvania 15212

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Westinghouse Air Brake Technologies Corporation, a Delaware corporation (the “Company”), and the wholly owned direct or indirect subsidiaries of the Company listed on Schedule I hereto (collectively, the “Subsidiary Guarantors”) in connection with Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333- 219657) (the “Post-Effective Amendment”) to be filed by the Company and the Subsidiary Guarantors with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), on the date hereof (the “Original Registration Statement,” and as amended by the Post-Effective Amendment, the “Registration Statement”), relating to the issuance and sale, from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, of an indeterminate amount of the following:

- (1) the Company’s debt securities, which may be either senior (the “Senior Debt Securities”) or subordinated (together with the Senior Debt Securities, the “Debt Securities”);
- (2) shares of the Company’s common stock, par value \$.01 per share (the “Common Stock”);
- (3) shares of the Company’s preferred stock, par value \$.01 per share (the “Preferred Stock”);
- (4) warrants issued by the Company (the “Warrants”);
- (5) depositary shares issued by the Company (the “Depositary Shares”);
- (5) purchase contracts issued by the Company (the “Purchase Contracts”);
- (7) units comprised of Debt Securities, shares of Common Stock, shares of Preferred Stock, Warrants, Depositary Shares, Purchase Contracts, Guarantees (as defined below), debt securities of third parties (including U.S. Treasury securities) or any combination thereof (the “Units”);

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- (8) guarantees of the Debt Securities (the “Guarantees”) issued by one or more of the Subsidiary Guarantors; and
- (9) an indeterminate amount of Debt Securities, shares of Common Stock, shares of Preferred Stock, Warrants, Depositary Shares, Purchase Contracts, Units and Guarantees as may be issued upon settlement, exercise, conversion or exchange of any of the foregoing securities, including such indeterminate amount of such securities as may be issued pursuant to any applicable anti-dilution adjustment (collectively, the “Issuable Securities” and, together with the Debt Securities, Common Stock, Preferred Stock, Warrants, Depositary Shares, Purchase Contracts, Units and Guarantees, the “Securities”).

In connection with rendering the opinions set forth below, we have examined (i) the Post-Effective Amendment, including the exhibits filed therewith; (ii) the Original Registration Statement, including the prospectus contained therein (the “Prospectus”); (iii) the Company’s Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), and Amended and Restated By-Laws (the “By-Laws”) and the respective comparable organizational documents of each Subsidiary Guarantor; and (iv) resolutions adopted by (A) the Board of Directors of the Company (the “Board of Directors”) on June 2, 2020 and (B) the respective boards of directors, members, or managers as the case may be, of each Subsidiary Guarantor on June 9, 2020, in each case relating to the Post-Effective Amendment or the Registration Statement, as applicable. We also have made such investigation of law as we have deemed appropriate.

For the purposes of this opinion letter, we have assumed that (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; and (iv) all signatures on each such document are genuine. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of the foregoing assumptions or any other assumptions set forth in this opinion letter.

The opinions expressed in this opinion letter are limited to (i) the laws of the State of New York; (ii) applicable federal securities laws of the United States; (iii) the General Corporation Law of the State of Delaware (the “DGCL”); (iv) the Limited Liability Company Act of the State of Delaware (the “Delaware Act”); and (v) the Pennsylvania Uniform Limited Liability Company Act (the “Pennsylvania Act”). We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters covered herein of (i) any other laws; (ii) the laws of any other jurisdiction; or (iii) the law of any county, municipality or other political subdivision or local governmental agency or authority.

Based on the foregoing, and subject to the foregoing and the additional qualifications and other matters set forth below, it is our opinion that:

1. Assuming the terms of any series of Debt Securities offered pursuant to the Registration Statement have been duly established in accordance with the terms and conditions of each indenture pursuant to which such Debt Securities are to be issued (each an "Indenture"), such Debt Securities will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

2. When one or more certificates representing the shares of the Common Stock offered pursuant to the Registration Statement, each complying with all applicable requirements of the DGCL, have been duly executed, authenticated (if required), issued and delivered as contemplated by the Registration Statement and any supplement to the Prospectus (each a "Prospectus Supplement") relating to such offering or a report filed by the Company with the SEC under the Securities Exchange Act of 1934, as amended (each an "Exchange Act Report"), and relating to such offering and in accordance with any agreement or instrument binding upon the Company, the shares of Common Stock will be validly issued, fully paid and nonassessable.

3. When (i) either a Certificate of Amendment to the Certificate of Incorporation or a Certificate of Designation, in either case fixing and determining the terms of any Preferred Stock to be offered pursuant to the Registration Statement, has been duly filed with the Department of State of the State of Delaware and payment in full of any filing fees attendant thereto has been made; and (ii) one or more certificates representing the shares of such Preferred Stock, each complying with all applicable requirements of the DGCL, have been duly executed, authenticated (if required), issued and delivered as contemplated by the Registration Statement and any Prospectus Supplement or Exchange Act Report and in accordance with any agreement or instrument binding upon the Company, the shares of Preferred Stock will be validly issued, fully paid and nonassessable.

4. Assuming that the terms of any Warrants offered pursuant to the Registration Statement have been duly established in accordance with the terms and conditions of an applicable warrant agreement pursuant to which such Warrants are to be issued (each a "Warrant Agreement"), the Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

5. Assuming that the terms of any Depositary Shares offered pursuant to the Registration Statement have been duly established in accordance with the terms and conditions of an applicable deposit agreement (each a "Deposit Agreement"), when (i) the depositary receipts evidencing the Depositary Shares pursuant to which such Depositary Shares are to be issued (the "Depositary Receipts") have been duly executed and delivered by the Company and such depositary as will have been duly appointed by the Company with respect thereto (the "Depositary"); (ii)(a) if any Debt Securities relate to such Depositary Shares, such Debt Securities are validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, as contemplated in numbered paragraph 1 above; and (b) if any shares of Preferred Stock relate to such Depositary Shares, such shares of Preferred Stock have been duly authorized and are validly issued, fully paid and non-assessable as contemplated in numbered paragraph 3 above; (iii) the Debt Securities or shares of Preferred Stock, as the case may be, relating to such Depositary Shares have been deposited with the Depositary in accordance with the applicable Deposit Agreement; and (iv) the Depositary Receipts have been duly executed, countersigned, registered and delivered, as contemplated by the Registration Statement and any Prospectus Supplement or Exchange Act Report and in accordance with the applicable Deposit Agreement and any other agreement or instrument binding upon the Company, the Depositary Shares will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

6. Assuming that the terms of any Purchase Contracts offered pursuant to the Registration Statement have been duly established in accordance with the terms and conditions of an applicable purchase contract agreement pursuant to which such Purchase Contracts are to be issued (each a "Purchase Contract Agreement"), the Purchase Contracts will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.

7. Assuming that (i) the combination of the securities of which any Units offered pursuant to the Registration Statement consist has been duly authorized and approved by all necessary action of the Board of Directors, or a duly authorized committee thereof; (ii) the terms of such Units have been duly established in accordance with the terms and conditions of an applicable purchase unit agreement pursuant to which such Units are to be issued (a "Unit Agreement"); (iii) any Debt Securities that form a part of such Units are validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, as contemplated in numbered paragraph 1 above; (iv) any shares of Common Stock or Preferred Stock that form a part of such Units are validly issued, fully paid and nonassessable, as contemplated in numbered paragraphs 2 and 3 above, respectively, as applicable; (v) any Warrants, Depositary Shares or Purchase Contracts that form a part of such Units constitute valid and binding obligations of the Company in accordance with their respective terms, as contemplated in numbered paragraphs 4, 5 and 6 above, respectively, as applicable; (vi) any Depositary Shares that form a part of such Units are validly issued and entitle the holders thereof to the rights specified therein and in the applicable Deposit Agreement, as contemplated in numbered paragraph 5 above; (vii) any Guarantees that form a part of such Units are validly issued and constitute valid and binding obligations of each applicable Subsidiary Guarantor, enforceable against each applicable Subsidiary Guarantor in accordance with their respective terms, as contemplated in numbered paragraph 8 below; and (viii) any debt obligations, including any U.S. Treasury securities, of third parties that form a part of such Units have been duly authorized, executed, authenticated (if required), issued and delivered in accordance with their respective terms, the Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

8. Assuming that (i) the terms of the applicable Debt Securities have been duly established in accordance with the applicable Indenture and (ii) the applicable Debt Securities are validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, as contemplated in numbered paragraph 1 above, the Guarantees will constitute valid and binding obligations of each applicable Subsidiary Guarantor, enforceable against each applicable Subsidiary Guarantor in accordance with their terms.

9. If, pursuant to the terms thereof, any Issuable Securities are issuable upon settlement, exercise, conversion or exchange of any other Securities offered pursuant to the Registration Statement (the "Initial Securities") or in accordance with any applicable anti-dilution adjustment, when the Issuable Securities have been issued upon settlement, exercise, conversion or exchange, as the case may be, of Initial Securities as contemplated by the Registration Statement and any Prospectus Supplement or Exchange Act Report, in accordance with the terms of the applicable Initial Securities and the Issuable Securities, upon such issuance, the Issuable Securities so issued will be duly authorized, validly issued, fully paid and nonassessable.

The opinions set forth above are subject to the following additional assumptions:

(a) (i) The Registration Statement and any amendment thereto (including any post-effective amendment) will have become effective under the Securities Act, and such effectiveness will not have been terminated, suspended or rescinded, and (ii) and a Prospectus Supplement or Exchange Act Report will have been prepared and timely filed with the SEC describing the Securities being offered;

(b) All Securities offered pursuant to the Registration Statement will be issued and sold (i) in compliance with all applicable federal and state securities laws, rules and regulations and solely in the manner provided in the Registration Statement and any Prospectus Supplement, Exchange Act Report or free writing prospectus (as defined in Rule 405 under the Securities Act) and (ii) only upon payment of the consideration fixed therefor in accordance with the terms and conditions of any applicable definitive underwriting, purchase, agency or similar agreement relating to the particular offering, including any amendment or supplement thereto (each a "Purchase Agreement"), and any other applicable agreement relating to the particular offering (including any Indenture, Certificate of Designations or Articles of Amendment to the Articles of Incorporation, Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement to any of the foregoing), and there will not have occurred any change in law or fact affecting the validity of any of the opinions rendered herein with respect thereto;

(c) Any Debt Securities offered pursuant to the Registration Statement are to be issued pursuant to and governed by either (i) the Indenture, dated as of August 8, 2013, by and between the Company and Wells Fargo Bank, National Association, as trustee, which is included as Exhibit 4.1 to the Post-Effective Amendment, as supplemented to date by any supplemental indenture included as an exhibit to the Post-Effective Amendment, (ii) a senior debt indenture in the form of senior debt indenture included as Exhibit 4.17 to the Post-Effective Amendment (each a "Senior Debt Indenture") or (iii) a subordinated debt indenture in the form of subordinated debt indenture included as Exhibit 4.19 to the Registration Statement (each a "Subordinated Debt Indenture"), in each case as such indenture may hereafter be supplemented from time to time, among other things at the time of and in connection with the issuance of such Debt Securities. Any Senior Debt Indenture or Subordinated Debt Indenture, as well as any supplemental indenture to an Indenture (each a "Supplemental Indenture"), relating to a series of Debt Securities to be offered pursuant to the Registration Statement will be duly authorized, executed and delivered by the parties thereto in substantially the form reviewed by us. There will have been no addition, deletion or modification of the terms or provisions contained in the applicable Indenture or any applicable Supplemental Indenture that would affect the validity of any of the opinions rendered herein;

(d) A definitive Purchase Agreement, any other applicable agreement relating to the particular offering (including any applicable Indenture, Certificate of Designation or Certificate of Amendment to the Certificate of Incorporation, Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement to any of the foregoing) and, if applicable, the Securities themselves will have been duly authorized and approved by all necessary action of the Board of Directors, or a duly authorized committee thereof, and the board of directors, partners or members, as the case may be, of any applicable Subsidiary Guarantor and duly authorized and duly executed and delivered by the Company, each applicable Subsidiary Guarantor and each of the other parties thereto;

(d) A definitive Purchase Agreement, any other applicable agreement relating to the particular offering (including any applicable Indenture, Certificate of Designation or Certificate of Amendment to the Certificate of Incorporation, Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement to any of the foregoing) and, if applicable, the Securities themselves will have been duly authorized and approved by all necessary action of the Board of Directors, or a duly authorized committee thereof, or, in the case of Guarantees, by the board of directors, members or managers, as applicable, or a duly authorized committee thereof, and duly executed and delivered by the Company, each applicable Subsidiary Guarantor and each of the other parties thereto;

(e) (1) New York law will be chosen to govern any Indenture or definitive Purchase Agreement, Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or any other agreement pursuant to which Securities may be issued, (2) such choice in each case is a valid and legal provision and (3) any such Indenture or definitive Purchase Agreement, Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or other agreement will contain all provisions required under the laws of the applicable jurisdiction in respect of contracts for the sale of securities issued by a legal entity incorporated or otherwise organized under the laws of such jurisdiction, as applicable;

(f) In the case of any Indenture, Certificate of Designation or Certificate of Amendment to the Certificate of Incorporation, or definitive Purchase Agreement, Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement to any of the foregoing, there will be no terms or provisions contained therein which would affect the validity of any of the opinions rendered herein;

(g) The final terms of any Securities offered pursuant to the Registration Statement, and, when issued, the issuance, sale and delivery thereof, and the incurrence and performance of the obligations thereunder or in respect thereof in accordance with the terms thereof, and any consideration to be received for any such issuance, sale and delivery, (i) will comply with, and will not violate, (A) the Certificate of Incorporation and the By-Laws, as they may be amended or supplemented hereafter, (B) the respective comparable organizational documents of each applicable Subsidiary Guarantor or (C) any applicable law, rule or regulation; (ii) will not result in a default under or breach of any agreement or instrument binding upon the Company or any applicable Subsidiary Guarantor; (iii) will comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company or any applicable Subsidiary Guarantor, or to which the issuance, sale and delivery of such Securities or the incurrence and performance of such obligations may be subject; and (iv) will not violate any applicable public policy or be subject to any defense in law or equity;

(h) The Company and any applicable Subsidiary Guarantor will have taken any action required to be taken by the Company and any applicable Subsidiary Guarantor, based on the type of Security being offered, to authorize the offer and issuance thereof, and such authorization will remain in effect and unchanged at all times during which the Securities are offered and issued and will not have been modified or rescinded (subject to the further assumption that the sale of any such Security takes place in accordance with such authorization); the Board of Directors, or a duly authorized committee thereof, and the board of directors, members or managers, or a duly authorized committee thereof, as the case may be, of any applicable Subsidiary Guarantor will have duly established the terms of such Security and duly authorized and taken any other necessary corporate action to approve the issuance and sale of such Security in conformity with (A) the Certificate of Incorporation and the By-Laws, as they may be amended or supplemented hereafter and (B) the respective comparable organizational documents of each applicable Subsidiary Guarantor (in each case subject to the further assumption that any such organic documents of the Company or any applicable Subsidiary Guarantor will have not been amended from the date hereof in a manner that would affect the validity of any of the opinions rendered herein), and such authorization will remain in effect and unchanged at all times during which the such Securities are offered and issued and will not have been modified or rescinded (subject to the further assumption that the sale of any such Security will take place in accordance with such authorization); and

(i) Any offered Guarantee is necessary or convenient to the conduct, promotion or attainment of the business of the applicable Subsidiary Guarantor.

To the extent that the obligations of the Company under any offered Debt Securities or of any applicable Subsidiary Guarantor under any offered Guarantee and the applicable Indenture may be dependent upon such matters, we assume for purposes of this opinion letter that (i) the applicable financial institution serving as trustee pursuant to the terms of such Indenture, as it may be amended or supplemented (the "Trustee"), will be duly organized, validly existing and in good standing under the laws of its jurisdictions of organization; (ii) the Trustee will be duly qualified to engage in the activities contemplated by the Indenture, as it may be amended or supplemented; (iii) such Indenture and any amendment or supplement thereto will have been duly authorized, executed and delivered by the Trustee and will constitute the valid and binding obligations of the Trustee, enforceable against the Trustee in accordance with its terms; (iv) the Trustee will be in compliance, with respect to acting as a trustee under the Indenture and any amendment or supplement thereto, with all applicable laws and regulations; (v) the Trustee will have the requisite organizational and legal power and authority to perform its obligations under the Indenture and any amendment or supplement thereto; and (vi) the Trustee will have been qualified under the Trust Indenture Act of 1939, as amended (the "TIA"), and an appropriate Form T-1 with respect to the Trustee will have been properly filed in accordance with Section 305(b)(2) of the TIA.

To the extent that the obligations of the Company and any applicable Subsidiary Guarantor under any Warrant Agreement, Deposit Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement thereto, may be dependent upon such matters, we assume for purposes of this opinion letter that (i) each party to any such agreement (including any applicable warrant agent, Depository, purchase contract agent or other party acting in a similar capacity with respect to any Securities) will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each such other party will be duly qualified to engage in the activities contemplated thereby; (ii) each such agreement and the applicable Securities will have been duly authorized, executed and delivered by each such party and will constitute the valid and binding obligations of each such party, enforceable against each such other party in accordance with their terms; (iii) each such party will be in compliance, with respect to acting in any capacity contemplated by any such agreement, with all applicable laws and regulations; and (iv) each such party will have the requisite organizational and legal power and authority to perform its obligations under each such agreement.

The opinions set forth above are subject to the effects of (a) bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, reorganization, receivership, moratorium and other similar laws relating to or affecting the enforcement of creditors' rights or remedies generally; (b) general principles of equity, regardless of whether such principles are considered in a proceeding at law or in equity; and (c) an implied covenant of good faith, reasonableness, fair dealing and standards of materiality.

We express no opinion with respect to any provision (i) that purports to waive forum non conveniens or trial by jury; (ii) that relates to judgments in currencies other than U.S. dollars; (iii) that purports to limit any person's liability, or relieve any party of the consequences of, its own unlawful, willful, reckless, bad faith, or negligent acts or omissions, or that grants indemnity or a right of contribution; (iv) that purports to allow any party to interfere unreasonably in the conduct of another party's business; (v) that purports to require the payment or reimbursement of fees, costs, expenses or other amounts that are unreasonable in nature or amount or without a reasonable accounting of the sums purportedly due or that are contrary to applicable law or public policy; (vi) that purports to prohibit the assignment of rights that are assignable pursuant to applicable law notwithstanding an agreement not to assign such rights; (vii) that purports to require that amendments or waivers to any agreement be in writing; (viii) relating to severability or set-off; (ix) that purports to limit access exclusively to any particular courts; (x) that purports to place a limitation on lawsuits to the extent that it may conflict with federal bankruptcy law, in which case such provision may be deemed void or voidable under federal bankruptcy law; (xi) that provides that no recourse may be had against any successors of the Company, any applicable Subsidiary Guarantor or any stockholder of the Company or stockholder, partner or member, as the case may be, of any applicable Subsidiary Guarantor that may be a controlling person under federal securities laws; (xii) that purports to waive or modify any party's obligations of good faith, fair dealing, diligence, mitigation of damages, reasonableness or due notice, or the right of redemption under the Uniform Commercial Code or other applicable law; (xiii) that provides for advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law, or other procedural rights; (xiv) that provides that decisions by a party are conclusive or may be made in its sole discretion; (xv) that consents to, or restricts governing law, jurisdiction, venue, arbitration, remedies or judicial relief; (xvi) that waives broadly or vaguely stated rights; (xvii) that provides for exclusivity, election or cumulation of rights or remedies; (xviii) that provides a proxy, power of attorney or trust; (xix) that prohibits, restricts, or requires consent to assignment or transfer of any right or property; and (xx) that provides for liquidated damages, an increased interest rate on default, interest on interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions may be found to constitute a penalty. We also express no opinion concerning whether a U.S. federal court would accept jurisdiction in any dispute, action, suit or proceeding arising out of or relating to any agreement or the transactions contemplated thereby or the net impact or result of any conflict of laws between or among laws of competing jurisdictions and the applicability of the law of any jurisdiction in such instance.

We are furnishing this opinion letter to you solely in connection with the Post-Effective Amendment. You may not rely on this opinion letter in any other connection, and it may not be furnished to or relied upon by any other person for any purpose, without our prior written consent. The foregoing opinions are (i) limited to the matters stated in this letter, and no opinions may be implied or inferred beyond the matters expressly stated in this letter, and (ii) being given as of the date hereof, and we assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur hereafter.

We hereby consent to the filing of this opinion letter as an exhibit to the Post-Effective Amendment and to the reference to this firm's name under the caption "Legal Matters" in the Prospectus. In giving our consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, the Post-Effective Amendment, the Prospectus or any Prospectus Supplement within the meaning of the term "expert", as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder, nor do we admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

SCHEDULE I

SUBSIDIARY GUARANTORS

Subsidiary Guarantor	Jurisdiction of Formation
GE Transportation, a Wabtec Company	Delaware
RFPC Holding Corp.	Delaware
Schaeffer Equipment, Inc.	Ohio
Standard Car Truck Company	Delaware
Transportation Systems Services Operations Inc.	Nevada
Wabtec Holding Corp.	Delaware
Wabtec Railway Electronics, Inc.	Delaware
Wabtec Railway Electronics Manufacturing, Inc.	Delaware
Wabtec Transportation Systems, LLC	Delaware
Workhorse Rail, LLC	Pennsylvania

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in Post-Effective Amendment No. 2 to the Registration Statement (Form S-3) and related Prospectus of Westinghouse Air Brake Technologies Corporation for the registration of debt securities, common stock, preferred stock, warrants, depositary shares, purchase contracts and units, and to the incorporation by reference therein of our reports dated February 24, 2020 with respect to the consolidated financial statements and schedule of Westinghouse Air Brake Technologies Corporation, and 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, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
June 16, 2020

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.)

30 Isabella Street
Pittsburgh, Pennsylvania
(Address of principal executive offices)

15212
(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
GE Transportation, a Wabtec Company	Delaware	83-0543909	3743
RFPC Holding Corp.	Delaware	51-0345158	3743
Schaefer Equipment, Inc.	Ohio	25-0777620	3743
Standard Car Truck Company	Delaware	36-2704499	3743
Transportation IP Holdings, LLC	Delaware	06-1554217	3743
Transportation Systems Services Operations Inc.	Nevada	06-1105824	3743
Wabtec Holding Corp.	Delaware	23-2870660	3743
Wabtec Railway Electronics Holdings, LLC	Delaware	N/A	3743
Wabtec Transportation Systems, LLC	Delaware	N/A	3743
Workhorse Rail, LLC	Pennsylvania	77-0635262	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, 30 Isabella Street, Pittsburgh, Pennsylvania 15212, 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, 30 Isabella Street, Pittsburgh, Pennsylvania 15212, 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 11th day of June, 2020.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Stefan Victory
Stefan Victory
Vice President

EXHIBIT 6

June 11, 2020

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

Exhibit 7

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 March 31, 2020, 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		\$21,745
Interest-bearing balances		123,531
Securities:		
Held-to-maturity securities		169,848
Available-for-sale securities		242,111
Equity Securities with readily determinable fair value not held for trading		122
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold in domestic offices		82
Securities purchased under agreements to resell		58,438
Loans and lease financing receivables:		
Loans and leases held for sale		14,855
Loans and leases, net of unearned income	968,033	
LESS: Allowance for loan and lease losses	10,893	
Loans and leases, net of unearned income and allowance		957,140
Trading Assets		58,848
Premises and fixed assets (including capitalized leases)		11,733
Other real estate owned		235
Investments in unconsolidated subsidiaries and associated companies		13,202
Direct and indirect investments in real estate ventures		12
Intangible assets		32,598
Other assets		59,196
Total assets		<u>\$1,763,696</u>
LIABILITIES		
Deposits:		
In domestic offices		\$1,403,302
Noninterest-bearing	452,458	
Interest-bearing	950,844	
In foreign offices, Edge and Agreement subsidiaries, and IBFs		44,243
Noninterest-bearing	858	
Interest-bearing	43,385	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased in domestic offices		2,055
Securities sold under agreements to repurchase		6,389

Trading liabilities	15,841
Other borrowed money	
(Includes mortgage indebtedness and obligations under capitalized leases)	76,704
Subordinated notes and debentures	12,499
Other liabilities	32,411
Total liabilities	\$1,593,444
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	114,728
Retained earnings	54,130
Accumulated other comprehensive income	844
Other equity capital components	0
Total bank equity capital	170,221
Noncontrolling (minority) interests in consolidated subsidiaries	31
Total equity capital	170,252
Total liabilities, and equity capital	<u>\$1,763,696</u>

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.

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

Maria R. Morris
Theodore F. Craver, Jr.
Juan A. Pujadas

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.)

30 Isabella Street
Pittsburgh, Pennsylvania
(Address of principal executive offices)

15212
(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
GE Transportation, a Wabtec Company	Delaware	83-0543909	3743
RFPC Holding Corp.	Delaware	51-0345158	3743
Schaefer Equipment, Inc.	Ohio	25-0777620	3743
Standard Car Truck Company	Delaware	36-2704499	3743
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Transportation Systems Services Operations Inc.	Nevada	06-1105824	3743
Wabtec Holding Corp.	Delaware	23-2870660	3743
Wabtec Railway Electronics Holdings, LLC	Delaware	N/A	3743
Wabtec Transportation Systems, LLC	Delaware	N/A	3743
Workhorse Rail, LLC	Pennsylvania	77-0635262	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, 30 Isabella Street, Pittsburgh, Pennsylvania 15212, 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, 30 Isabella Street, Pittsburgh, Pennsylvania 15212, 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 11th day of June, 2020.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Stefan Victory
Stefan Victory
Vice President

EXHIBIT 6

June 11, 2020

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

Exhibit 7

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 March 31, 2020, 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		\$21,745
Interest-bearing balances		123,531
Securities:		
Held-to-maturity securities		169,848
Available-for-sale securities		242,111
Equity Securities with readily determinable fair value not held for trading		122
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold in domestic offices		82
Securities purchased under agreements to resell		58,438
Loans and lease financing receivables:		
Loans and leases held for sale		14,855
Loans and leases, net of unearned income	968,033	
LESS: Allowance for loan and lease losses	10,893	
Loans and leases, net of unearned income and allowance		957,140
Trading Assets		58,848
Premises and fixed assets (including capitalized leases)		11,733
Other real estate owned		235
Investments in unconsolidated subsidiaries and associated companies		13,202
Direct and indirect investments in real estate ventures		12
Intangible assets		32,598
Other assets		59,196
Total assets		<u>\$1,763,696</u>
LIABILITIES		
Deposits:		
In domestic offices		\$1,403,302
Noninterest-bearing	452,458	
Interest-bearing	950,844	
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Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased in domestic offices		2,055
Securities sold under agreements to repurchase		6,389

Trading liabilities	15,841
Other borrowed money	
(Includes mortgage indebtedness and obligations under capitalized leases)	76,704
Subordinated notes and debentures	12,499
Other liabilities	32,411
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EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	114,728
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Accumulated other comprehensive income	844
Other equity capital components	0
Total bank equity capital	170,221
Noncontrolling (minority) interests in consolidated subsidiaries	31
Total equity capital	170,252
Total liabilities, and equity capital	<u>\$1,763,696</u>

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.

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

Maria R. Morris
Theodore F. Craver, Jr.
Juan A. Pujadas

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
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CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO
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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
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Law Department, Trust Section
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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

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(State or other jurisdiction of
incorporation or organization)

25-1615902
(I.R.S. Employer
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30 Isabella Street
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(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

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Treasury Department
Washington, D.C.

Federal Deposit Insurance Corporation
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Federal Reserve Bank of San Francisco
San Francisco, California 94120

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

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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 11th day of June, 2020.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Stefan Victory
Stefan Victory
Vice President

EXHIBIT 6

June 11, 2020

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

Exhibit 7

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 March 31, 2020, 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		\$21,745
Interest-bearing balances		123,531
Securities:		
Held-to-maturity securities		169,848
Available-for-sale securities		242,111
Equity Securities with readily determinable fair value not held for trading		122
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold in domestic offices		82
Securities purchased under agreements to resell		58,438
Loans and lease financing receivables:		
Loans and leases held for sale		14,855
Loans and leases, net of unearned income	968,033	
LESS: Allowance for loan and lease losses	10,893	
Loans and leases, net of unearned income and allowance		957,140
Trading Assets		58,848
Premises and fixed assets (including capitalized leases)		11,733
Other real estate owned		235
Investments in unconsolidated subsidiaries and associated companies		13,202
Direct and indirect investments in real estate ventures		12
Intangible assets		32,598
Other assets		59,196
Total assets		<u>\$1,763,696</u>
LIABILITIES		
Deposits:		
In domestic offices		\$1,403,302
Noninterest-bearing	452,458	
Interest-bearing	950,844	
In foreign offices, Edge and Agreement subsidiaries, and IBFs		44,243
Noninterest-bearing	858	
Interest-bearing	43,385	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased in domestic offices		2,055
Securities sold under agreements to repurchase		6,389

Trading liabilities	15,841
Other borrowed money	
(Includes mortgage indebtedness and obligations under capitalized leases)	76,704
Subordinated notes and debentures	12,499
Other liabilities	32,411
Total liabilities	\$1,593,444
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	114,728
Retained earnings	54,130
Accumulated other comprehensive income	844
Other equity capital components	0
Total bank equity capital	170,221
Noncontrolling (minority) interests in consolidated subsidiaries	31
Total equity capital	170,252
Total liabilities, and equity capital	<u>\$1,763,696</u>

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.

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

Maria R. Morris
Theodore F. Craver, Jr.
Juan A. Pujadas
