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FILED
May 14 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P28394 (5)
1. Corporation Name
WESTINGHOUSE AIR BRAKE COMPANY

Principal Place of Business
1209 ORANGE ST.
WILMINGTON DE 19801

Mailing Address
1209 ORANGE ST.
WILMINGTON DE 19801-1120



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

3. Date Incorporated or Qualified
03/06/1990

3a. Date of Last Report
07/17/1996

4. FEI Number
25-1615902

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME KASSLING, WILLIAM E.
STREET ADDRESS 540 SQUAW RUN RD E
CITY-ST-ZIP PITTSBURGH PA

TITLE VST
NAME BROOKS, ROBERT J.
STREET ADDRESS 3465 TREELINE DR
CITY-ST-ZIP MURRYSVILLE PA

TITLE D
NAME BROOKS, ROBERT J.
STREET ADDRESS 3465 TREELINE DR
CITY-ST-ZIP MURRYSVILLE PA

TITLE V
NAME ROSNER, ROBERT L.
STREET ADDRESS 245 PARK AVE
CITY-ST-ZIP NEW YORK NY

TITLE VD
NAME KELLEY, JAMES P
STREET ADDRESS 1225 17TH ST, STE 1660
CITY-ST-ZIP DENVER CO

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE V/D
1.2 NAME Emilio A. Fernandez
1.3 STREET ADDRESS 669 Live Oak Drive
1.4 CITY-ST-ZIP McLean, VA 22101

2.1 TITLE D
2.2 NAME James C. Huntington, Jr.
2.3 STREET ADDRESS 613 Twin Pine Rd.
2.4 CITY-ST-ZIP Pittsburgh PA 15215

3.1 TITLE D
3.2 NAME James V. Napier
3.3 STREET ADDRESS 3335 W. Andrews Dr.
3.4 CITY-ST-ZIP Atlanta, GA 30305

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE

4/28/97

412-825-1000

CR2E034 (9/96)