

RECORDATION NO. 11994-F FILED

FEB 05 '08 -1 16 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

February 5, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of January 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lessor's Interest in Lease being filed with the Board under Recordation Number 11994-E.

The name and address of the party to the enclosed document are:

Seller: GATX Third Aircraft Corporation  
Four Embarcadero Center  
San Francisco, CA 94111

[Purchaser: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062]

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

160 boxcars within the series MRS 2500 - MRS 2714 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("*Seller*"), pursuant and subject to that certain Purchase Agreement, dated as of January 31, 2008 (hereinafter referred to as, the "*Purchase Agreement*"), by and between Seller and MIDWEST RAILCAR CORPORATION, an Illinois corporation ("*Purchaser*"), and in consideration of the transactions and mutual covenants set forth in the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, for itself and its successors and assigns does hereby sell, transfer, convey and deliver all of Seller's right, title and interest in and to the railcars identified on Schedule 1 hereto (the "*Railcars*").

IT IS AGREED AND UNDERSTOOD BY AND BETWEEN PURCHASER AND SELLER THAT SELLER IS SELLING AND PURCHASER IS PURCHASING THE RAILCARS ON THE TERMS AND IN THE CONDITION REPRESENTED AND WARRANTED IN THE PURCHASE AGREEMENT.

This Bill of Sale shall be governed by and shall be construed and enforced in accordance with the internal laws of the State of New York without regard to conflict-of-laws principles including all matters of construction, validity and performance.

[signature page follows]

IN WITNESS WHEREOF, Seller has caused the undersigned duly authorized signatory to execute this Bill of Sale as of this 31st day of January, 2008.

GATX THIRD AIRCRAFT CORPORATION

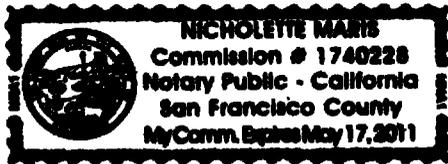
By: *Linda Hexem*  
Name: Linda Hexem  
Title: Vice President

STATE OF CALIFORNIA            )  
  )  
COUNTY OF SAN FRANCISCO    )

On January 31, 2008 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



*Nicholette Maris*  
Notary Public  
My Commission expires: May 17, 2011

**SCHEDULE 1  
TO  
BILL OF SALE**

**RAILCARS:**

**DESCRIPTION OF CARS:**

62' 6", Plate-C, 100-ton steel sheath insulated "RBL," single-centered plug door boxcars,  
263,000 lbs. GRL

**QUANTITY:**

One Hundred Sixty (160)

**REPORTING MARKS AND IDENTIFYING NUMBERS:**

MRS 002500 – 002508 (inclusive)  
MRS 002510 – 002540 (inclusive)  
MRS 002542 – 002574 (inclusive)  
MRS 002576 – 002578 (inclusive)  
MRS 002580 – 002604 (inclusive)  
MRS 002606  
MRS 002608 – 002610 (inclusive)  
MRS 002612 – 002618 (inclusive)  
MRS 002620 – 002632 (inclusive)  
MRS 002635 – 002645 (inclusive)  
MRS 002647 – 002650 (inclusive)  
MRS 002652  
MRS 002654 – 002668 (inclusive)  
MRS 002695 -  
MRS 002698  
MRS 002707  
MRS 002714