

RECORDATION NO. 27625-A
FILED

SEP 15 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

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

September 15, 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 September 10, 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 and Assumption Agreement being filed with the Board under Recordation Number 27625.

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

Seller: GATX Corporation
500 West Monroe Street
Chicago, IL 60661

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

Anne K. Quinlan, Esquire
September 15, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

60 railcars within the series GACX 2225 - GACX 2286 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.

Also enclosed is a check in the amount of \$41.00 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 CORPORATION, a New York corporation ("*Seller*"), pursuant and subject to that certain Purchase Agreement, dated as of September 10, 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 10th day of September, 2008.

GATX CORPORATION

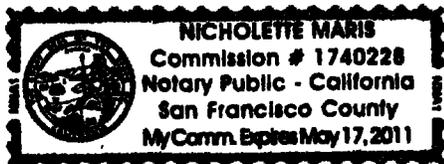
By: *Linda A. Hexem*
Name: Linda A. Hexem
Title: Vice President and Managing
Director, Structured Finance

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On September 9, 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:

Fifty-two (52) 4,750 and eight (8) 4,650 cu. ft. covered hopper railcars, 263,000 lbs. GRL, gravity unloading, trough-hatch.

QUANTITY:

Sixty (60)

REPORTING MARKS AND IDENTIFYING NUMBERS:

1	GACX002225
2	GACX002226
3	GACX002227
4	GACX002228
5	GACX002229
6	GACX002230
7	GACX002231
8	GACX002232
9	GACX002233
10	GACX002234
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12	GACX002236
13	GACX002238
14	GACX002239
15	GACX002240
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17	GACX002242
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59	GACX002285
60	GACX002286