

RECORDATION NO. 27626-A FILED

SEP 15 '08 -11 00 AM

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SURFACE TRANSPORTATION BOARD

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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 27626.

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

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

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

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

63 railcars within the series GCCX 13038 - GCCX 174556 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

SEP 15 '08 . -11 00 AM

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 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 THIRD AIRCRAFT CORPORATION

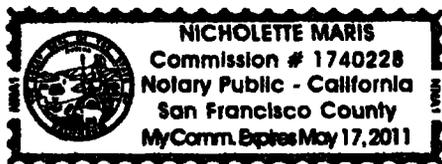
By: *Linda A. Hexem*
Name: Linda A. Hexem
Title: Vice President

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:

One (1) 4,600 and sixty-two (62) 4,750 cu. ft. capacity, covered hopper railcars, 263,000 lbs. GRL, gravity unloading gates, trough hatch.

QUANTITY:

Sixty-three (63)

REPORTING MARKS AND IDENTIFYING NUMBERS:

1	GCCX013038
2	GCCX013040
3	GCCX013041
4	GCCX013042
5	GCCX013043
6	GCCX013045
7	GCCX013046
8	GCCX013048
9	GCCX013049
10	GCCX013051
11	GCCX013052
12	GCCX013053
13	GCCX013054
14	GCCX013056
15	GCCX013058
16	GCCX013060
17	GCCX013061
18	GCCX013062
19	GCCX013066
20	GCCX013069
21	GCCX013078
22	GCCX013079
23	GCCX013080
24	GCCX013081
25	GCCX013082
26	GCCX013084
27	GCCX013085
28	GCCX013087
29	GCCX013088

30 GCCX013089
31 GCCX013091¹
32 GCCX013092
33 GCCX013094
34 GCCX013095
35 GCCX013097
36 GCCX013098
37 GCCX013110
38 GCCX013111
39 GCCX013112
40 GCCX013116
41 GCCX013117
42 GCCX013118
43 GCCX013119
44 GCCX013120
45 GCCX013121
46 GCCX013123
47 GCCX013126
48 GCCX013127
49 GCCX013128
50 GCCX013130
51 GCCX013131
52 GCCX013140
53 GCCX013146
54 GCCX013147
55 GCCX013168
56 GCCX013171
57 GCCX013204
58 GCCX013205
59 GCCX013272
60 GCCX013279
61 GCCX013287
62 GCCX076659
63 GCCX174556