

RECORDATION NO. 24812-C
FILED

MAR 21 '07 -3 35 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

March 21, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

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 February 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 24812-B.

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

Seller: The CIT Group/Equipment Financing, Inc.
505 Fifth Avenue
New York, NY 10017

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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

198 covered hopper railcars: AJPX 7000 – AJPX 7198 (excluding AJPX 7082).

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

Bill of Sale.

Also enclosed is a check in the amount of \$34.00 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

MAR 21 '07

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The CIT Group/Equipment Financing, Inc. ("Seller"), does hereby sell, transfer and assign to MIDWEST RAILCAR CORPORATION ("Buyer"), all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto (the "Equipment"), subject to the terms and conditions of the Master Purchase and Sale Agreement, dated as of ~~March~~ Feb 28, 2007 (the "Purchase Agreement"), between Seller and Buyer.

Seller represents and warrants to Buyer and its successors and assigns that at the time of delivery to Buyer of this Bill of Sale, Seller has good, valid and marketable title to the Equipment, and good and lawful right to sell the Equipment, and the Equipment is free and clear of all Liens (as defined in the Purchase Agreement), other than as described in Section 3.3 of the Purchase Agreement.

The CIT Group/Equipment Financing, Inc.

By: M. Roy Gosse
Name: M. Roy Gosse
Title: Vice President
Date: _____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this, the ___ day of March, 2007, before me, a Notary Public in and for said County and State, personally appeared M. Roy Gosse, a Vice President of The CIT Group/Equipment Financing, Inc., who acknowledged himself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



LORRAINE RELLO INCONTRO
Notary Public, State of New York
No. 31-4768359
Qualified in Nassau County
Certificate Filed in New York County
Terms Expires November 30, 2012

SCHEDULE 1

DESCRIPTION OF RAILCARS

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Car Marks and Numbers</u> |
|-----------------|--|---|
| 198 | 4,750 c.f. covered jumbo hopper cars with gravity pneumatic outlet gates and trough hatches | AJPX 7000 - AJPX 7081 AJPX 7083 - AJPX 7198. |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/21/07



Robert W. Alvord