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SURFACE TRANSPORTATION BOARD

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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 Assignment of Lease Schedule previously filed with the Board under Recordation Number 26863-A.

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
March 21, 2007
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A description of the railroad equipment covered by the enclosed document is:

95 covered hopper cars within the series KCS 315401 - KCS 315500 as more particularly set forth in the equipment schedule attached 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 \$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

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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: _____

Name: M. Roy Gosse

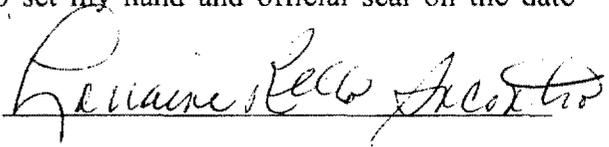
Title: Vice President

Date: _____

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

On this, the 16 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, 2008

SCHEDULE 1

Number of Cars		Equipment Description	
95		4,750 C.F. covered hopper car with gravity gates and trough hatches	
1.	KCS 315401	44.	KCS 315445
2.	KCS 315402	45.	KCS 315446
3.	KCS 315403	46.	KCS 315448
4.	KCS 315404	47.	KCS 315449
5.	KCS 315405	48.	KCS 315450
6.	KCS 315406	49.	KCS 315451
7.	KCS 315407	50.	KCS 315452
8.	KCS 315408	51.	KCS 315453
9.	KCS 315409	52.	KCS 315454
10.	KCS 315410	53.	KCS 315455
11.	KCS 315411	54.	KCS 315456
12.	KCS 315412	55.	KCS 315457
13.	KCS 315414	56.	KCS 315458
14.	KCS 315415	57.	KCS 315459
15.	KCS 315416	58.	KCS 315460
16.	KCS 315417	59.	KCS 315461
17.	KCS 315418	60.	KCS 315462
18.	KCS 315419	61.	KCS 315463
19.	KCS 315420	62.	KCS 315464
20.	KCS 315421	63.	KCS 315465
21.	KCS 315422	64.	KCS 315466
22.	KCS 315423	65.	KCS 315467
23.	KCS 315424	66.	KCS 315470
24.	KCS 315425	67.	KCS 315471
25.	KCS 315426	68.	KCS 315472
26.	KCS 315427	69.	KCS 315473
27.	KCS 315428	70.	KCS 315474
28.	KCS 315429	71.	KCS 315475
29.	KCS 315430	72.	KCS 315476
30.	KCS 315431	73.	KCS 315477
31.	KCS 315432	74.	KCS 315478
32.	KCS 315433	75.	KCS 315479
33.	KCS 315434	76.	KCS 315480
34.	KCS 315435	77.	KCS 315481
35.	KCS 315436	78.	KCS 315482
36.	KCS 315437	79.	KCS 315483
37.	KCS 315438	80.	KCS 315484
38.	KCS 315439	81.	KCS 315485
39.	KCS 315440	82.	KCS 315486
40.	KCS 315441		KCS 315487
41.	KCS 315442		
42.	KCS 315443		
43.	KCS 315444		

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