

RECORDATION NO. 25096-H FILED

JUL 23 '07 -11 00 AM

SURFACE TRANSPORTATION BOARD

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

July 23, 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 June 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement previously filed with the Board under Recordation Number 25096-G.

The names and addresses of the parties to the enclosed document are:

Seller: The CIT Group/Equipment Financing, Inc.
11 West 42nd Street
New York, NY 10017

[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:

50 railcars within the series CEFX 17277 – CEFX 17523 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 \$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,

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

Robert W. Alvord

RWA/sem
Enclosures

JUL 23 '07 -11 00 AM

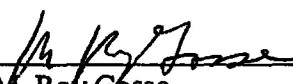
BILL OF SALE

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 July 2, 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.

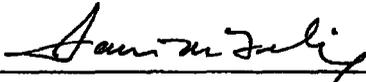
The CIT Group/Equipment Financing, Inc.

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

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this, the 27th day of June, 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.





SCHEDULE 1

DESCRIPTION OF RAILCARS

Number of Cars	Equipment Description	
50	4,750 C.F. covered hopper car with gravity gates and trough hatches	
1.	CEFX	17277
2.	CEFX	17278
3.	CEFX	17290
4.	CEFX	17318
5.	CEFX	17328
6.	CEFX	17329
7.	CEFX	17332
8.	CEFX	17336
9.	CEFX	17339
10.	CEFX	17341
11.	CEFX	17342
12.	CEFX	17344
13.	CEFX	17345
14.	CEFX	17350
15.	CEFX	17352
16.	CEFX	17353
17.	CEFX	17358
18.	CEFX	17364
19.	CEFX	17367
20.	CEFX	17371
21.	CEFX	17379
22.	CEFX	17387
23.	CEFX	17398
24.	CEFX	17410
25.	CEFX	17421
26.	CEFX	17422
27.	CEFX	17424
28.	CEFX	17430
29.	CEFX	17437
30.	CEFX	17444
31.	CEFX	17470
32.	CEFX	17471
33.	CEFX	17472
34.	CEFX	17474
35.	CEFX	17475
36.	CEFX	17477
37.	CEFX	17483
38.	CEFX	17486
39.	CEFX	17487
40.	CEFX	17488

41.	CEFX	17490
42.	CEFX	17492
43.	CEFX	17495
44.	CEFX	17497
45.	CEFX	17507
46.	CEFX	17508
47.	CEFX	17513
48.	CEFX	17514
49.	CEFX	17519
50.	CEFX	17523

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: 7/23/07



Robert W. Alvord