

RECORDATION NO. 24101-E FILED

NOV 08 '07 -2 00 PM

TRANSPORTATION BOARD

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

November 6, 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 Bill of Sale, dated as of October 31, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Lessor's Interest in Lease being with the Board under Recordation Number 24101-D.

Seller: Southern Rail Associates, Inc.  
523 Turtle Hatch Lane  
Naples, FL 34103

Purchaser: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Mr. Vernon A. Williams  
November 6, 2007  
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A description of the railroad equipment covered by the enclosed document is:

99 railcars: ECXX 2000 - ECXX 2004 and ECXX 2100 - ECXX 2194  
(excluding ECXX 2134) formerly marked "SIEX".

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,



Robert W. Alvord

RWA/sem  
Enclosures

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**BILL OF SALE**

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN RAIL ASSOCIATES, INC., a Florida corporation ("Seller"), in consideration of the sum of \$10.00 to the undersigned to be paid by MIDWEST RAILCAR CORPORATION, an Illinois corporation ("Purchaser") pursuant to the terms of the Purchase and Sale Agreement dated October 31, 2007 (the "Purchase and Sale Agreement") between Seller and Purchaser, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Purchaser all of Seller's right, title and interest in the railcars described on Schedule A attached hereto and made a part hereof, to have and to hold the same unto Purchaser, its successors and assigns forever.

The undersigned does for itself and its successors and assigns warrant and represent to Purchaser that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller except for the leasehold interests and other matters listed on Schedule B attached hereto and made a part hereof.

THE RAILCARS ARE SOLD TO PURCHASER BY SELLER ON AN "AS-IS, WHERE-IS" BASIS, WITHOUT RECOURSE, WITH ALL FAULTS, AND, EXCEPT AS EXPRESSLY PROVIDED IN THE PURCHASE AND SALE AGREEMENT, WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[Signature Appears on Following Page]



**EXHIBIT A  
To Bill of Sale**

**DESCRIPTION OF RAILCARS**

**ECXX2000 through ECXX 2004 (inclusive)  
ECXX2100 through ECXX 2133 (inclusive)  
ECXX2135 through ECXX 2194 (inclusive)**

**These railcars have previously been marked "SIEX", then  
Subsequently changed to "AWXX", and are now marked  
"ECXX" as shown above. The road numbers have not changed**

**SCHEDULE B**  
**to Bill of Sale**

**LEASEHOLD INTERESTS AND OTHER EXCEPTIONS TO TITLE**

Equipment Leasing Agreement dated May 31, 2005, between Southern Rail Associates, Inc. and ECDC Environmental, LC, Rider No. 1 thereto dated as of May 31, 2005, Certificate of Acceptance dated May 31, 2005, and filings recorded with the STB under Recordation Numbers 24101, 24101-A, 24101-B, and 24101-C.