

RECORDATION NO. 27997-A
FILED

JUL 08 '09 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

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 June 30, 2009, 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 27997.

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]

Anne K. Quinlan, Esquire
July 6, 2009
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A description of the railroad equipment covered by the enclosed document is:

24 covered hoppers railcars within the series GACX 1981 - GACX 2221 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 "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 06 '09 9 00 AM

SURFACE TRANSPORTATION BOARD

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that GATX CORPORATION, a New York corporation ("*Seller*"), pursuant and subject to that certain Purchase Agreement, dated as of June 30, 2009 (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 30th day of June, 2009.

GATX CORPORATION

By: *Linda Hexem*
Name: Linda Hexem
Title: Vice President and Managing
Director, Structured Finance

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

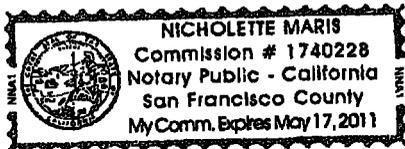
On June 30, 2009 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that 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

[Seal]



SCHEDULE 1
TO
BILL OF SALE

RAILCARS:

DESCRIPTION OF CARS:

4,580 to 4,750 cu.fl. covered hopper cars, trough hatch loading and gravity gate unloading,
263,000 lbs. GRL.

QUANTITY:

Twenty-four (24)

REPORTING MARKS AND IDENTIFYING NUMBERS:

1	GACX001981
2	GACX001983
3	GACX001990
4	GACX001993
5	GACX001995
6	GACX002072
7	GACX002073
8	GACX002086
9	GACX002088
10	GACX002091
11	GACX002095
12	GACX002096
13	GACX002097
14	GACX002101
15	GACX002149
16	GACX002206
17	GACX002213
18	GACX002215
19	GACX002216
20	GACX002217
21	GACX002218
22	GACX002219
23	GACX002220
24	GACX002221

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: 7/6/09



Robert W. Alvord