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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 6, 2009

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 27999.

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:

48 covered hoppers railcars: GCCX 23246 and within the series GACX 4212 - GACX 5436 and GACX 10817 - GACX 10935 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,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27999-A

JUL 06 '09 9 00 AM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

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)

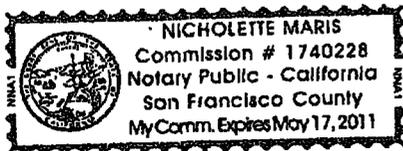
On June 30, 2009 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that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

RAILCARS:

DESCRIPTION OF CARS:

4,750 cu.ft. unlined covered hopper cars, trough loading and gravity gate unloading,
263,000 lbs. GRL.

QUANTITY:

Forty-eight (48)

REPORTING MARKS AND IDENTIFYING NUMBERS:

1	GACX004212	25	GACX005217
2	GACX004216	26	GACX005222
3	GACX004224	27	GACX005247
4	GACX004228	28	GACX005251
5	GACX004230	29	GACX005255
6	GACX004255	30	GACX005257
7	GCCX23246	31	GACX005359
8	GACX004960	32	GACX005367
9	GACX004962	33	GACX005368
10	GACX004963	34	GACX005377
11	GACX004967	35	GACX005401
12	GACX004973	36	GACX005418
13	GACX004976	37	GACX005436
14	GACX005059	38	GACX010817
15	GACX005074	39	GACX010825
16	GACX005083	40	GACX010850
17	GACX005087	41	GACX010856
18	GACX005143	42	GACX010858
19	GACX005158	43	GACX010862
20	GACX005172	44	GACX010864
21	GACX005180	45	GACX010869
22	GACX005191	46	GACX010930
23	GACX005210	47	GACX010933
24	GACX005214	48	GACX010935

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