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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

February 5, 2010

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON MARYLAND 21204-1022
(202) 466-6532
FAX (410) 332-0885

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a primary document, dated as of January 12, 2010. We request that this document be given the next available recordation number

The name and address of the party to the Bill of Sale is:

Seller:

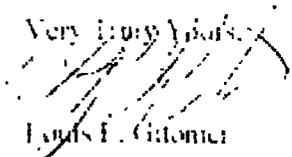
GATX Corporation
Four Embarcadero Center, Suite 2100
San Francisco, CA 94111

A description of the equipment covered by the Bill of Sale consists of 100 4,000 cubic feet 100-ton flat bottom rotary dump gondolas numbered OMNX 901-1000, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Bill of Sale by GATX Corporation, Four Embarcadero Center, Suite 2100, San Francisco, CA 94111, covering 100 4,000 cubic feet 100-ton flat bottom rotary dump gondolas numbered OMNX 901-1000, inclusive.

Very truly yours,

Louis E. Gitomer

Enclosure

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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 January 12, 2010 (hereinafter referred to as, the "*Purchase Agreement*"), by and between Seller and MIDWEST RAIL CAR 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 Illinois without regard to conflict-of-laws principles including all matters of construction, validity and performance.

[signature page follows]

SCHEDULE I
TO
BILL OF SALE

RAILCARS:

DESCRIPTION OF CARS:

4,000 cubic feet 100-ton flat bottom rotary dump gondolas.

QUANTITY:

One hundred (100).

CAR NUMBERS:

OMNX 901 -- 1000 inclusive