

RECORDATION NO. 14229-II FILED

NOV 03 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

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November 1, 2010

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

Dear Section Chief,

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 September 30, 2010., a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 14229-DD and -GG.

The name and address of the party to the enclosed document are:

Seller: Citibank, N.A.
388 Greenwich Street
New York, NY 10013

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062]

Chief
Section of Administration
November 1, 2010
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A description of the railroad equipment covered by the enclosed document
is.

16 gondola railcars within the series SP 339124 - SP 339199 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

NOV 03 '10 -3 00 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, CITIBANK, N.A., attorney-in-fact for Citicorp Leasing, Inc. (the "Company") does hereby sell, assign and transfer unto MIDWEST RAILCAR CORPORATION ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Schedule 1 (the "Equipment").

The Company hereby warrants that Citicorp Leasing, Inc. (the "Owner") has good and marketable title to the Equipment and that the Owner's title thereto is free from all liens and encumbrances, other than liens or encumbrances created by Buyer or by persons claiming by, through or under Buyer. The description of the Equipment set forth in Schedule 1 hereto is for the sole purpose of identification and is not part of the basis of the bargain.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of September 30, 2010 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY AS TO TITLE TO THE EQUIPMENT SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 25th day of October, 2010.

I certify that I hold the title set forth below, that this instrument was signed by me on behalf of Citibank, N.A., attorney-in-fact for Citicorp Leasing, Inc. as its duly authorized officer and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Citibank, N.A., attorney-in-fact for Citicorp Leasing, Inc. I further declare under penalty of perjury that the foregoing is true and correct.

CITIBANK, N.A., attorney-in-fact for Citicorp Leasing, Inc.

By: [Signature]
Its: VICE PRESIDENT

**EXHIBIT A TO
BILL OF SALE**

Sixteen (16) 1980 Thrall built 100-ton mill gondola railcars bearing the following road marks and numbers (to be remarked by Buyer with Buyer's mark pursuant to Paragraph 7 of this Agreement):

	<u>Initial</u>	<u>Number</u>
1	SP	339124
2	SP	339130
3	SP	339140
4	SP	339145
5	SP	339148
6	SP	339149
7	SP	339153
8	SP	339158
9	SP	339160
10	SP	339161
11	SP	339162
12	SP	339163
13	SP	339171
14	SP	339183
15	SP	339191
16	SP	339199

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:

11/3/10



Robert W. Alvord