

RECORDATION NO. 30065-B
FILED September 14, 2012 04:00 PM
SURFACE TRANSPORTATION BOARD

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September 14, 2012

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 Full Release and Termination of Memorandum of Assignment of Rents and Lessor's Interest in Leases, dated as of September 14, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and termination and relates to the documents previously filed with the Board under Recordation Numbers 30065 and 30065-A.

The names and addresses of the parties to the enclosed document are:

Secured Party: Fifth Third Bank (Chicago)
222 South Riverside Plaza, 32nd Floor
Chicago, IL 60606

Debtor: ALF I, INC.
70 West Madison, Suite 2340
Chicago, IL 60602

Section Chief
September 14, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

127 railcars TERMINATED within the series DME 515000 – DME 515172 as more particularly set forth in the attachment to the document.

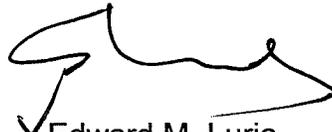
A short summary of the document to appear in the index is:

Full Release and Termination of Memorandum of Assignment of Rents and Lessor's Interest in Leases.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

**FULL RELEASE AND TERMINATION OF MEMORANDUM OF
ASSIGNMENT OF RENTS AND LESSOR'S INTEREST IN LEASES**

The undersigned, FIFTH THIRD BANK (CHICAGO), an Ohio banking corporation, as lender (the "Secured Party"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge any and all security interests held by it: (a) on the railcars listed on Exhibit A annexed hereto (the "Railroad Equipment") and (b) in that certain Rider No. 4 dated as of October 1, 2011 (as amended and which cancels all previously executed documents known as Rider No. 4 to the Railcar Lease (as defined below), "Rider No. 4") and that certain Rider No. 5 dated as of November 21, 2011 (as amended and which cancels all previously executed documents known as Rider No. 5 to the Railcar Lease (as defined below), "Rider No. 5"), each by and between ALF I, Inc., as lessor (the "Lessor"), and the Dakota, Minnesota and Eastern Railroad Corporation, as lessee (the "Lessee"), to the Railcar Lease Agreement dated as of November 14, 2007, each by and between Lessor and Lessee (as amended, the "Railcar Lease," and Rider No. 4 and Rider No. 5, together with the Railcar Lease solely as it pertains to the Riders, the "Leases"). Each of these security interests intended to have been granted to the Secured Party pursuant to the Assignment of Rents and Lessor's Interest in Leases, dated as of December 29, 2011, between Lessor, as assignor, in favor of the Secured Party, as assignee, as amended and supplemented, as security for a Loan and Security Agreement dated December 29, 2011, between the Secured Party and Lessor.

This document constitutes a release of all interests, claims, liens, or encumbrances over the Railroad Equipment and the Leases made under any of the filings recorded in Recordation Numbers 30065 and 30065-A at the Surface Transportation Board, including a release of all liens over the Railroad Equipment. The terminations, releases and discharges set forth herein are made in each case without recourse, representation or warranty of any kind whatsoever.

IN WITNESS WHEREOF, the party hereto has caused this Full Release and Termination of Memorandum of Assignment of Rents and Lessor's Interest in Leases to be executed and delivered by its duly authorized representative as of this 14th day of September, 2012.

ALF I, INC.

By: *Vincent A. Kolber*
Printed Name: Vincent A. Kolber
Title: President

State of Illinois)
County of Cook)

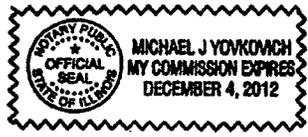
ss.

On this 14th day of September, 2012, before me personally appeared Vincent A. Kolber, to me personally known, who, being duly sworn did say that (s)he is a President of ALF I, INC., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Michael J. Yovkovich
NOTARY PUBLIC

My Commission expires:



[Signature Page to STB Release & Termination]

IN WITNESS WHEREOF, the party hereto has caused this Full Release and Termination of Memorandum of Assignment of Rents and Lessor's Interest in Leases to be executed and delivered by its duly authorized representative as of this 14 day of September, 2012.

FIFTH THIRD BANK (CHICAGO)

By: 
Printed Name: Craig Schuth
Title: Vice President

State of ILL)
County of COOK)

ss.

On this 14 day of September 2012, before me personally appeared Craig Schuth, to me personally known, who, being duly sworn did say that (s)he is a Vice President of FIFTH THIRD BANK (CHICAGO), and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My Commission expires:

May 26, 2013



[Signature Page to STB Release & Termination]

Exhibit A
DESCRIPTION OF RAILCARS

One hundred, twenty-seven (127), 5,161 c.f., 112 Ton Covered Triple Hopper Cars, bearing the following reporting marks and numbers:

Unit	Reporting Mark						
1	DME 515001	36	DME 515087	71	DME 515017	106	DME 515084
2	DME 515004	37	DME 515088	72	DME 515019	107	DME 515085
3	DME 515005	38	DME 515089	73	DME 515020	108	DME 515086
4	DME 515009	39	DME 515090	74	DME 515021	109	DME 515092
5	DME 515012	40	DME 515091	75	DME 515022	110	DME 515093
6	DME 515013	41	DME 515096	76	DME 515024	111	DME 515094
7	DME 515018	42	DME 515097	77	DME 515026	112	DME 515095
8	DME 515023	43	DME 515101	78	DME 515027	113	DME 515098
9	DME 515025	44	DME 515102	79	DME 515029	114	DME 515099
10	DME 515028	45	DME 515103	80	DME 515030	115	DME 515100
11	DME 515031	46	DME 515105	81	DME 515033	116	DME 515104
12	DME 515034	47	DME 515106	82	DME 515035	117	DME 515107
13	DME 515036	48	DME 515108	83	DME 515038	118	DME 515109
14	DME 515039	49	DME 515111	84	DME 515041	119	DME 515110
15	DME 515040	50	DME 515115	85	DME 515042	120	DME 515112
16	DME 515044	51	DME 515117	86	DME 515043	121	DME 515114
17	DME 515045	52	DME 515119	87	DME 515046	122	DME 515116
18	DME 515048	53	DME 515120	88	DME 515047	123	DME 515118
19	DME 515049	54	DME 515121	89	DME 515050	124	DME 515125
20	DME 515053	55	DME 515122	90	DME 515052	125	DME 515126
21	DME 515032	56	DME 515123	91	DME 515055	126	DME 515127
22	DME 515054	57	DME 515124	92	DME 515059	127	DME 515172
23	DME 515056	58	DME 515128	93	DME 515061		
24	DME 515058	59	DME 515129	94	DME 515064		
25	DME 515060	60	DME 515000	95	DME 515065		
26	DME 515062	61	DME 515002	96	DME 515066		
27	DME 515063	62	DME 515003	97	DME 515068		
28	DME 515067	63	DME 515006	98	DME 515069		
29	DME 515070	64	DME 515007	99	DME 515072		
30	DME 515071	65	DME 515008	100	DME 515073		
31	DME 515076	66	DME 515010	101	DME 515074		
32	DME 515078	67	DME 515011	102	DME 515075		
33	DME 515080	68	DME 515014	103	DME 515077		
34	DME 515081	69	DME 515015	104	DME 515079		
35	DME 515082	70	DME 515016	105	DME 515083		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/14/12

Edward M Luria
Edward M. Luria