

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

RECORDATION NO 30189-A FILED
November 20, 2013 04:40 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

November 20, 2013

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 Release of Security Agreement, dated as of November 20, 2013 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 30189.

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

Secured Party: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Debtors: Railcar Leasing Specialists, Inc.
Railcar Leasing Specialists of Illinois, LLC
1109 Greenwood Avenue
Wilmette, IL 60091

Chief
Section of Administration
November 20, 2013
Page 2

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

45 covered hopper railcars: AMIX 3000 – AMIX 3044 (previously marked within the series BM 5201 – BM 5298 as more particularly set forth in the attachment to the document).

A short summary of the schedule to appear in the index follows:

Release of Security Agreement.

Also enclosed is a check in the amount of \$44.00 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

Exhibit H to
PURCHASE AND SALE AGREEMENT

dated as of _____, 2013,

by and between

RAILCAR LEASING SPECIALISTS OF ILLINOIS, LLC, and
RAILCAR LEASING SPECIALISTS, INC.,

and

A TEL LEASING CORPORATION

RELEASE OF SECURITY AGREEMENT

Reference is made to a Master Loan and Security Agreement dated as of September 15, 2011, as amended by the Addendum to Master Loan and Security dated as of September 15, 2011, and the Promissory Note dated April 16, 2012 (collectively, "Security Agreements"), each made by and/or between RAILCAR LEASING SPECIALISTS, INC. and RAILCAR LEASING SPECIALISTS OF ILLINOIS, LLC, each with a place of business located at 1109 Greenwood Avenue, Wilmette, IL 60091 (collectively, the "Debtors") and FIFTH THIRD BANK, an Ohio banking corporation with a place of business located at 38 Fountain Square Plaza, Cincinnati, OH 45263 ("Secured Party").

WHEREBY Debtors granted to Secured Party a first priority security interest upon the rail equipment described in Exhibit A to the Memorandum of Security Agreement filed with the Surface Transportation Board on April 24, 2012 at 04:35pm under Recordation No. 30189.

NOW THEREFORE Secured Party hereby fully and irrevocably releases the lien created by the Security Agreements and evidenced by the Memorandum of Security Agreement insofar as the same encumbers the rail equipment described in Exhibit A attached hereto. Nothing contained herein shall be deemed to discharge, terminate, or release any other collateral held by the Secured Party or any other assets or property of Debtors encumbered by the Security Agreements in favor of Secured Party.

Executed as of Nov. 20, 2013.

Debtors:
RAILCAR LEASING SPECIALISTS, INC
and RAILCAR LEASING SPECIALISTS
OF ILLINOIS, LLC

Secured Party:
FIFTH THIRD BANK

By: [Signature]
Title: President & Managing

By: _____
Title: _____

STATE OF IL)
COUNTY OF Cook) ss

STATE OF _____)
COUNTY OF _____) ss

On before me, the undersigned officer, personally appeared Dennis L. Amick [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) _____ subscribed to this instrument and acknowledged to me that _____ executed the same in _____ authorized capacity(ies), and that by _____ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

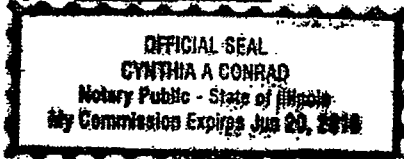
On before me, the undersigned officer, personally appeared _____ [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) _____ subscribed to this instrument and acknowledged to me that _____ executed the same in _____ authorized capacity(ies), and that by _____ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

WITNESS my hand and official seal.

Cynthia A Conrad
Notary Public
My Commission expires: 6/20/16
(Notarial Seal)

Notary Public
My Commission expires: _____
(Notarial Seal)



RELEASE OF SECURITY AGREEMENT

Reference is made to a Master Loan and Security Agreement dated as of September 15, 2011, as amended by the Addendum to Master Loan and Security dated as of September 15, 2011, and the Promissory Note dated April 16, 2012 (collectively, "Security Agreements"), each made by and/or between RAILCAR LEASING SPECIALISTS, INC. and RAILCAR LEASING SPECIALISTS OF ILLINOIS, LLC, each with a place of business located at 1109 Greenwood Avenue, Wilmette, IL 60091 (collectively, the "Debtors") and FIFTH THIRD BANK, an Ohio banking corporation with a place of business located at 38 Fountain Square Plaza, Cincinnati, OH 45263 ("Secured Party").

WHEREBY Debtors granted to Secured Party a first priority security interest upon the rail equipment described in Exhibit A to the Memorandum of Security Agreement filed with the Surface Transportation Board on April 24, 2012 at 04:35pm under Recordation No. 30189.

NOW THEREFORE Secured Party hereby fully and irrevocably releases the lien created by the Security Agreements and evidenced by the Memorandum of Security Agreement insofar as the same encumbers the rail equipment described in Exhibit A attached hereto. Nothing contained herein shall be deemed to discharge, terminate or release any other collateral held by the Secured Party or any other assets or property of Debtors encumbered by the Security Agreements in favor of Secured Party.

Executed as of Nov. 20, 2013.

Debtors:
RAILCAR LEASING SPECIALISTS, INC
and RAILCAR LEASING SPECIALISTS
OF ILLINOIS, LLC

Secured Party:
FIFTH THIRD BANK

By:
Title:

By: Randy Willoughby
Title: AVP

STATE OF
COUNTY OF

STATE OF OHIO
COUNTY OF HAMILTON

On before me, the undersigned officer, personally appeared [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) subscribed to this instrument and acknowledged to me that executed the same in authorized capacity(ies), and that by signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

On before me, the undersigned officer, personally appeared Randy Willoughby, personally known to me to be the person(s) whose name is subscribed to this instrument and acknowledged to me that Randy Willoughby executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

WITNESS my hand and official seal.

Notary Public
My Commission expires:
(Notarial Seal)

Notary Public
My Commission expires:
(Notarial Seal)
PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

Exhibit A
To
Release of Security Interest

Description of Equipment

45 covered hopper railcars: AMIX 3000- AMIX 3044