

March 17, 2015 10:30 AM

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March 17, 2015

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 Interest, dated March 17, 2015, 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 filed with the Board under Recordation Number 29953.

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

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

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

Section Chief
March 17, 2015
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A description of the railroad equipment covered by the enclosed document is:

The Memorandum of Security Agreement filed with the Board under Recordation Number 29953 is RELEASED (covering the remaining 30 gondola railcars within the series ZCAX 89158 – ZCAX 91221 as set forth in the attachment to the document).

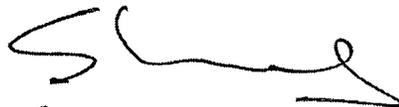
A short summary of the document to appear in the index is:

Release of Security Interest.

Also enclosed is a check in the amount of \$43.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RELEASE OF SECURITY INTEREST

The undersigned, FIFTH THIRD BANK ("Secured Party"), respecting that certain Master Loan and Security Agreement dated as of September 15, 2011 and a Promissory Note executed pursuant thereto dated as of September 15, 2011 (collectively, the "Security Agreement"), between Secured Party and RAILCAR LEASING SPECIALISTS, INC. and RAILCAR LEASING SPECIALISTS OF ILLINOIS, LLC (individually and collectively, the "Debtor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge the security interest held by the Secured Party insofar as the same encumbers certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto.

Such security interest was granted pursuant to the Security Agreement, a Memorandum of which was filed with the Surface Transportation Board ("STB") on November 1, 2011 at 11:00 a.m. under Recordation Number 29953.

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by the Secured Party or any other assets or property of Debtor encumbered by said Security Agreement in favor of the Secured Party.

FIFTH THIRD BANK

By: Randy Willoughby
Name: RANDY WILL OUGHBY
Title: AVP

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 17 day of March, 2015, before me appeared Randy Willoughby, to me personally known, who, being duly sworn did say that she is the AVP of Fifth Third Bank, and that said instrument was signed on behalf of said corporation by authority of its board of directors and said Vice President 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.

Paula D McQueen
NOTARY PUBLIC

My Commission Expires:  PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

Exhibit A
TO RELEASE OF SECURITY INTEREST

Description of Equipment

30 Gondola Railcars with Covers

ZCAX089158
ZCAX089159
ZCAX089160
ZCAX089161
ZCAX089162
ZCAX089163
ZCAX089164
ZCAX089165
ZCAX089166
ZCAX089167
ZCAX089168
ZCAX089169
ZCAX089170
ZCAX089172
ZCAX089173
ZCAX089174
ZCAX089175
ZCAX089176
ZCAX089177
ZCAX089179
ZCAX089182
ZCAX091203
ZCAX091204
ZCAX091205
ZCAX091206
ZCAX091211
ZCAX091212
ZCAX091214
ZCAX091218
ZCAX091221

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: 3/17/15

Edward M Luria
Edward M. Luria