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January 13, 2012

Via Electronic Filing

RECORDATION NO. 30065-A FILED

JAN 13 '12 -12 02 PM

SURFACE TRANSPORTATION BOARD

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

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Assignment of Rents and Lessor's Interest in Leases, dated as of December 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. This document relates to a Memorandum of Loan and Security Agreement, dated as of December 29, 2011, between Assignor and Assignee, submitted for electronic filing with the Board on January 13, 2012.

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

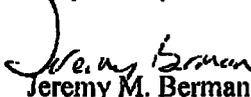
Assignor:
ALFI, INC.
70 West Madison, Suite 2340
Chicago, Illinois 60602

Assignee:
Fifth Third Bank
222 South Riverside Plaza, 32nd Floor
Chicago, Illinois 60606

Included in the property covered by the aforesaid Memorandum of Loan and Security Agreement are all locomotives, rolling stock and equipment intended for use and related to interstate commerce, and includes rolling stock listed on Exhibit A to the Memorandum or acquired by the Debtor or its or their successors after the date of the Memorandum of Assignment of Rents and Lessor's Interest in Leases.

A check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee is being sent separately.

Respectfully submitted,


Jeremy M. Berman
Attorney for Assignee

Enclosure

JAN 13 '12 -12 02 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RENTS AND LESSOR'S INTEREST IN LEASES

This Memorandum of Assignment of Rents and Lessor's Interest in Leases ("Memorandum") made and entered into as of December 30, 2011, by ALF I, INC. ("Assignor") to Fifth Third Bank ("Assignee").

WITNESSETH:

The Assignor entered into that certain Assignment of Rents and Lessor's Interest in Leases (the "Assignment Agreement") dated as of the date hereof.

Under the Assignment Agreement, the Assignor assigned its right, title and interest in and to the rents, issues and profit of the Rolling Stock, including all of Assignor's right, title and interest in any lease. The Rolling Stock is described in Exhibit A hereto. The leases relating to the Rolling Stock are identified in Exhibit B hereto.

The Assignor wishes to show for the public record the existence of the aforementioned Assignment Agreement, and accordingly the Assignor has caused this Memorandum to be executed by its respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ALF I, INC.

By: 

Name: Vincent A. Kolber

Title: President

FIFTH THIRD BANK

By: _____

Name: _____

Title: _____

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

This Memorandum of Assignment of Rents and Lessor's Interest in Leases ("Memorandum") made and entered into as of December 29, 2011, by ALF I, INC. ("Assignor") to Fifth Third Bank ("Assignee").

WITNESSETH:

The Assignor entered into that certain Assignment of Rents and Lessor's Interest in Leases (the "Assignment Agreement") dated as of the date hereof.

Under the Assignment Agreement, the Assignor assigned its right, title and interest in and to the rents, issues and profit of the Rolling Stock, including all of Assignor's right, title and interest in any lease. The Rolling Stock is described in Exhibit A hereto. The leases relating to the Rolling Stock are identified in Exhibit B hereto.

The Assignor wishes to show for the public record the existence of the aforementioned Assignment Agreement, and accordingly the Assignor has caused this Memorandum to be executed by its respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ALF I, INC.

By: _____

Name: _____

Title: _____

FIFTH THIRD BANK

By:  _____

Name: Craig Schuth

Vice President

Title: Fifth Third Bank

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 30th day of December, 2011, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF I, INC., that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sara Jacobs
Notary Public

My Commission Expires:



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 30th day of December, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 29th day of December, 2011, before me personally appeared _____, to me personally known, who being duly sworn, stated that he is _____ of ALF I, INC., that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 29th day of December, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared Craig Schwab to me personally known, who being by me duly sworn, says that he is the VP of Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation:

AS WITNESS my hand and notarial seal.



Antoinette Lesure
Notary Public

My Commission Expires:
May 26, 2013

EXHIBIT A

**Number
of
Cars**

Type and Description

59 5,161 cubic foot capacity, 112 ton covered triple hopper cars, marked and numbered DME 515001, 515004, 515005, 515009, 515012, 515013, 515018, 515023, 515025, 515028, 515031, 515032, 515034, 515036, 515039, 515040, 515044, 515045, 515048, 515049, 515053, 515054, 515056, 515058, 515060, 515062, 515063, 515067, 515070, 515071, 515076, 515078, 515080, 515081, 515082, 515087, 515088, 515089, 515090, 515091, 515096, 515097, 515101, 515102, 515103, 515105, 515106, 515108, 515111, 515115, 515117, 515119, 515120, 515121, 515122, 515123, 515124, 515128, and 515129.

**Number
of Cars**

Type and Description

68 5,161 cubic foot capacity, 112 ton covered triple hopper cars marked and numbered DME 515000, 515002, 515003, 515006, 515007, 515008, 515010, 515011, 515014, 515015, 515016, 515017, 515019, 515020, 515021, 515022, 515024, 515026, 515027, 515029, 515030, 515033, 515035, 515038, 515041, 515042, 515043, 515046, 515047, 515050, 515052, 515055, 515059, 515061, 515064, 515065, 515066, 515068, 515069, 515072, 515073, 515074, 515075, 515077, 515079, 515083, 515084, 515085, 515086, 515092, 515093, 515094, 515095, 515098, 515099, 515100, 515104, 515107, 515109, 515110, 515112, 515114, 515116, 515118, 515125, 515126, 515127, and 515172

EXHIBIT B

Lease by and between Borrower and Dakota, Minnesota & Eastern Railroad Company covering the Rolling Stock identified on Exhibit A.