



RESIDCO

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

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RECORDATION NO. 26886-WW

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SURFACE TRANSPORTATION BOARD

June 23, 2015

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

Dear Section Chief:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. Section 11301.

The document is a Partial Release and Discharge of Security Interest, dated June 22, 2015, a secondary document. The enclosed document is a partial release and relates to documents previously filed with the Board under Recordation No.26886.

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

Lender: MB Financial Bank, as Administrative Agent
6111 North River Road
Rosemont, IL 60018

Borrower: Residual Based Finance Corporation
ALF P-I, Inc.
ALF P-II, Inc.
ALF P-III, Inc.
ALF IV, Inc.
ALF VII, LLC
AVF II, L.L.C.
RLH1 LLC
Bangor & Aroostook Holdings, Inc.
70 W. Madison Street, #2340
Chicago, IL 60602

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

100 railcars within the series (AMCX - old mark) (WLPX – new mark) 108260 – (AMCX - old mark) (WLPX – new mark) 108397; and

41 railcars within the series (AMCX - old mark) (WLPX – new mark) 108261 – (AMCX- old mark) (WLPX – new mark) 108401

as more particularly set forth in the attachment to the document.

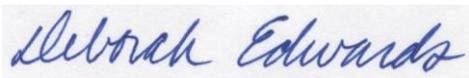
A short summary of the document to appear in the index is:

Partial Release and Discharge of Security Interest

Please bill me. Please return one stamped copy to me at:

Deborah A. Edwards
c/o RESIDCO
70 W. Madison Street, #2340
Chicago, IL 60602
edwards@residco.com

Very truly yours,

A handwritten signature in blue ink that reads "Deborah Edwards". The signature is written in a cursive style and is placed on a light-colored rectangular background.

Deborah A. Edwards

PARTIAL RELEASE AND DISCHARGE OF SECURITY INTEREST

The undersigned, MB Financial Bank, N.A., as Administrative Agent under the Amended and Restated Master Railroad Security Agreement dated as of July 15, 2012 (as amended from time to time, the "Railroad Security Agreement").

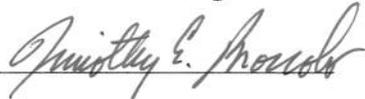
For good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby releases and discharges any and all of its interests in, security interest in, liens, leasehold interest and other security interest in the railroad equipment, related rents, leases and profits described in Attachment A hereto ("Property Discharged").

This partial release and discharge includes the release of the security interest granted to Secured Party in the Property Discharged pursuant to that certain Ninth Amendment to Amended and Restated Master Railroad Security Agreement dated as of November 25, 2014, and filed at the STB as that certain Memorandum of Ninth Amendment to Amended and Restated Master Railroad Security Agreement dated as of November 25, 2014 as recordation #26886-OO and filed on November 25, 2014 at 3:15 p.m.

NOTICE OF PARTIAL DISCHARGE ONLY: This release and discharge is intended to be only a discharge as to the Property Discharged. Administrative Agent's security interest in all other railroad equipment in such Memorandum shall remain.

Dated this 22nd day of June, 2015

MB Financial Bank, N.A., a national banking Association
As Administrative Agent

By: 

Name: ~~Keith J. Nicbrugge~~ Timothy E. Broccolo
Title: ~~Senior Vice President~~ Commercial Group President

State of Illinois

) ss:

County of Cook

On this 17 day of June, 2015, before me, personally appeared Timothy E. Broccolo, to me personally known, who being by me duly sworn, says that he is Commercial Group President of MB Financial Bank and that said instrument was signed on behalf of said Bank by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

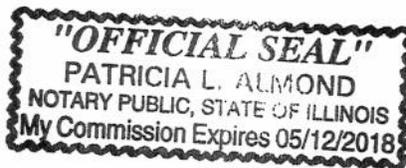


Signature of Notary Public

[Seal]

My commission expires

5/12/2018



Attachment A

Leases:

Lease No. 1: Rail Equipment Net Lease dated as of July 1, 2014 between ALF P-I, Inc., as Lessor and Westlake PVC Corporation, as Lessee and Rider to Rail Equipment Net Lease dated as of July 1, 2014 between ALF P-I, Inc., as Lessor and Westlake PVC Corporation, as Lessee.

Lease No. 2: Rail Equipment Net Lease dated as of July 1, 2014 between ALF P-I, Inc., as Lessor and Westlake Polymers LLC, as Lessee and Rider to Rail Equipment Net Lease dated as of July 1, 2014 between ALF P-I, Inc., as Lessor and Westlake Polymers LLC, as Lessee.

EQUIPMENT: One hundred forty one (141) plastic pellet hopper cars:

	Old Mark	New Mark	Car #		Old Mark	New Mark	Car #		Old Mark	New Mark	Car #
1	AMCX	WLPX	108260	31	AMCX	WLPX	108290	61	AMCX	WLPX	108321
2	AMCX	WLPX	108261	32	AMCX	WLPX	108291	62	AMCX	WLPX	108322
3	AMCX	WLPX	108262	33	AMCX	WLPX	108292	63	AMCX	WLPX	108323
4	AMCX	WLPX	108263	34	AMCX	WLPX	108293	64	AMCX	WLPX	108324
5	AMCX	WLPX	108264	35	AMCX	WLPX	108294	65	AMCX	WLPX	108325
6	AMCX	WLPX	108265	36	AMCX	WLPX	108295	66	AMCX	WLPX	108326
7	AMCX	WLPX	108266	37	AMCX	WLPX	108296	67	AMCX	WLPX	108327
8	AMCX	WLPX	108267	38	AMCX	WLPX	108297	68	AMCX	WLPX	108328
9	AMCX	WLPX	108268	39	AMCX	WLPX	108298	69	AMCX	WLPX	108329
10	AMCX	WLPX	108269	40	AMCX	WLPX	108299	70	AMCX	WLPX	108330
11	AMCX	WLPX	108270	41	AMCX	WLPX	108300	71	AMCX	WLPX	108331
12	AMCX	WLPX	108271	42	AMCX	WLPX	108301	72	AMCX	WLPX	108332
13	AMCX	WLPX	108272	43	AMCX	WLPX	108302	73	AMCX	WLPX	108333
14	AMCX	WLPX	108273	44	AMCX	WLPX	108303	74	AMCX	WLPX	108334
15	AMCX	WLPX	108274	45	AMCX	WLPX	108304	75	AMCX	WLPX	108335
16	AMCX	WLPX	108275	46	AMCX	WLPX	108305	76	AMCX	WLPX	108336
17	AMCX	WLPX	108276	47	AMCX	WLPX	108306	77	AMCX	WLPX	108337
18	AMCX	WLPX	108277	48	AMCX	WLPX	108307	78	AMCX	WLPX	108338
19	AMCX	WLPX	108278	49	AMCX	WLPX	108308	79	AMCX	WLPX	108339
20	AMCX	WLPX	108279	50	AMCX	WLPX	108309	80	AMCX	WLPX	108340
21	AMCX	WLPX	108280	51	AMCX	WLPX	108310	81	AMCX	WLPX	108341
22	AMCX	WLPX	108281	52	AMCX	WLPX	108311	82	AMCX	WLPX	108342
23	AMCX	WLPX	108282	53	AMCX	WLPX	108312	83	AMCX	WLPX	108343
24	AMCX	WLPX	108283	54	AMCX	WLPX	108314	84	AMCX	WLPX	108344
25	AMCX	WLPX	108284	55	AMCX	WLPX	108315	85	AMCX	WLPX	108345
26	AMCX	WLPX	108285	56	AMCX	WLPX	108316	86	AMCX	WLPX	108346
27	AMCX	WLPX	108286	57	AMCX	WLPX	108317	87	AMCX	WLPX	108347
28	AMCX	WLPX	108287	58	AMCX	WLPX	108318	88	AMCX	WLPX	108348
29	AMCX	WLPX	108288	59	AMCX	WLPX	108319	89	AMCX	WLPX	108349
30	AMCX	WLPX	108289	60	AMCX	WLPX	108320	90	AMCX	WLPX	108350

Attachment A
Continued

	Old Mark	New Mark	Car #
91	AMCX	WLPX	108351
92	AMCX	WLPX	108352
93	AMCX	WLPX	108353
94	AMCX	WLPX	108354
95	AMCX	WLPX	108355
96	AMCX	WLPX	108356
97	AMCX	WLPX	108357
98	AMCX	WLPX	108358
99	AMCX	WLPX	108359
100	AMCX	WLPX	108360
101	AMCX	WLPX	108361
102	AMCX	WLPX	108362
103	AMCX	WLPX	108363
104	AMCX	WLPX	108364
105	AMCX	WLPX	108365
106	AMCX	WLPX	108366
107	AMCX	WLPX	108367
108	AMCX	WLPX	108368
109	AMCX	WLPX	108369
110	AMCX	WLPX	108370
111	AMCX	WLPX	108371
112	AMCX	WLPX	108372
113	AMCX	WLPX	108373
114	AMCX	WLPX	108374
115	AMCX	WLPX	108375
116	AMCX	WLPX	108376
117	AMCX	WLPX	108377
118	AMCX	WLPX	108378
119	AMCX	WLPX	108379
120	AMCX	WLPX	108380

	Old Mark	New Mark	Car #
121	AMCX	WLPX	108381
122	AMCX	WLPX	108382
123	AMCX	WLPX	108383
124	AMCX	WLPX	108384
125	AMCX	WLPX	108385
126	AMCX	WLPX	108386
127	AMCX	WLPX	108387
128	AMCX	WLPX	108388
129	AMCX	WLPX	108389
130	AMCX	WLPX	108390
131	AMCX	WLPX	108391
132	AMCX	WLPX	108392
133	AMCX	WLPX	108393
134	AMCX	WLPX	108394
135	AMCX	WLPX	108395
136	AMCX	WLPX	108396
137	AMCX	WLPX	108397
138	AMCX	WLPX	108398
139	AMCX	WLPX	108399
140	AMCX	WLPX	108400
141	AMCX	WLPX	108401