



RESIDCO

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

70 W. Madison Street, Suite 2340

Chicago, Illinois 60602

tel 312.726.0695 fax 312.726.3690

July 21, 2014

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 July 21, 2014, 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:

120 gondola railcars within the series MBKX 301309 – MBKX 302157 as more particularly set forth in the attachment to the document.

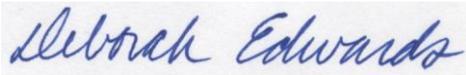
A short summary of the document to appear in the index is:

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 gray 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, a First Amendment to Amended and Restated Master Railroad Security Agreement dated as of November 8, 2012 (the "First Amendment"), a Second Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 11, 2012, and a Third Amendment to Amended and Restated Master Railroad Security Agreement dated as of July 30, 2013 (the "Third Amendment") (as amended, the "Railroad Security Agreement"), a Fourth Amendment to Amended and Restated Master Railroad Security Agreement dated as of September 25, 2013 (the "Fourth Amendment"), a Fifth Amendment to Amended and Restated Master Railroad Security Agreement dated as of November 23, 2013 (the "Fifth Amendment") and a Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014 (the "Sixth Amendment").

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 Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014, and filed at the STB as that certain Memorandum of Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014 as recordation #26886-JJ and filed on April 22, 2014 at 1:50 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 21 day of July, 2014

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

By: Keith J. Niebrugge

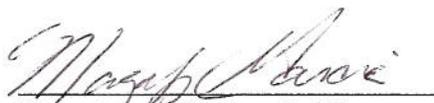
Name: Keith J. Niebrugge
Title: Senior Vice President

State of Illinois

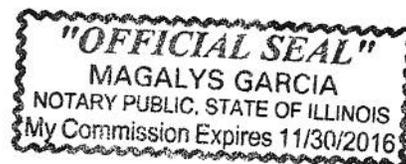
) ss:

County of Cook

On this 21 day of July 2014, before me, personally appeared Keith J. Niebrugge, to me personally known, who being by me duly sworn, says that he is Senior Vice 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 11-30-2016

Attachment A to STB Partial Release

Mark	Car Number	Mark	Car Number	Mark	Car Number
1	MBKX 301309	41	MBKX 301612	81	MBKX 301932
2	MBKX 301321	42	MBKX 301615	82	MBKX 301933
3	MBKX 301325	43	MBKX 301617	83	MBKX 301934
4	MBKX 301331	44	MBKX 301618	84	MBKX 301947
5	MBKX 301360	45	MBKX 301636	85	MBKX 301948
6	MBKX 301365	46	MBKX 301648	86	MBKX 301952
7	MBKX 301376	47	MBKX 301657	87	MBKX 301956
8	MBKX 301387	48	MBKX 301662	88	MBKX 301960
9	MBKX 301396	49	MBKX 301673	89	MBKX 301967
10	MBKX 301406	50	MBKX 301674	90	MBKX 301969
11	MBKX 301407	51	MBKX 301676	91	MBKX 301978
12	MBKX 301412	52	MBKX 301677	92	MBKX 301980
13	MBKX 301428	53	MBKX 301678	93	MBKX 301991
14	MBKX 301429	54	MBKX 301718	94	MBKX 301993
15	MBKX 301430	55	MBKX 301725	95	MBKX 301994
16	MBKX 301437	56	MBKX 301731	96	MBKX 301995
17	MBKX 301462	57	MBKX 301752	97	MBKX 302001
18	MBKX 301471	58	MBKX 301765	98	MBKX 302004
19	MBKX 301479	59	MBKX 301768	99	MBKX 302013
20	MBKX 301481	60	MBKX 301771	100	MBKX 302019
21	MBKX 301497	61	MBKX 301777	101	MBKX 302027
22	MBKX 301498	62	MBKX 301778	102	MBKX 302029
23	MBKX 301499	63	MBKX 301781	103	MBKX 302032
24	MBKX 301510	64	MBKX 301787	104	MBKX 302039
25	MBKX 301514	65	MBKX 301790	105	MBKX 302043
26	MBKX 301535	66	MBKX 301795	106	MBKX 302052
27	MBKX 301539	67	MBKX 301810	107	MBKX 302068
28	MBKX 301543	68	MBKX 301818	108	MBKX 302070
29	MBKX 301544	69	MBKX 301828	109	MBKX 302081
30	MBKX 301553	70	MBKX 301834	110	MBKX 302084
31	MBKX 301563	71	MBKX 301839	111	MBKX 302090
32	MBKX 301567	72	MBKX 301840	112	MBKX 302098
33	MBKX 301574	73	MBKX 301847	113	MBKX 302101
34	MBKX 301575	74	MBKX 301868	114	MBKX 302113
35	MBKX 301578	75	MBKX 301870	115	MBKX 302117
36	MBKX 301581	76	MBKX 301873	116	MBKX 302121
37	MBKX 301585	77	MBKX 301900	117	MBKX 302131
38	MBKX 301596	78	MBKX 301915	118	MBKX 302138
39	MBKX 301598	79	MBKX 301924	119	MBKX 302151
40	MBKX 301604	80	MBKX 301927	120	MBKX 302157