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

December 16, 2013

Chief of the 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 Partial Release of Security Interest, dated as of December 16, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 26886-Y.

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

Secured Party: MB Financial Bank, N.A.
6111 North River Road
Rosemont, IL 60018

Chief of the Section of Administration
December 16, 2013
Page 2

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

142 covered hopper railcars RELEASED within the TIMX 88001 – TIMX 88498 as set forth in the attachment to the document.

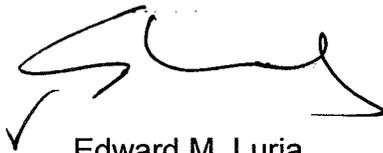
A short summary of the document to appear in the index is:

Partial Release of Security Interest.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a checkmark to the left of the signature.

Edward M. Luria

EML/sem
Enclosures

PARTIAL RELEASE OF SECURITY INTEREST

MB FINANCIAL BANK, N.A., a national banking association, as Administrative Agent, with offices at 6111 North River Road, Rosemont, Illinois 60018 (the "Bank"), for good and valuable consideration (the receipt and sufficiency of which are acknowledged), hereby terminates, releases and discharges its security interests, liens and others interests granted under or pursuant to the document described below, with respect to one hundred and forty-two (142) covered hopper railcars as reflected on Exhibit A attached hereto:

Memorandum of Third Amendment to Amended and Restated Master Railroad Security Agreement made and entered into as of July 30, 2013 by and among 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. (each and collectively, the "Grantor"), and the Bank, filed with the Surface Transportation Board on July 30, 2013 at 3:35 p.m. as Recordation Number 26886-Y.

The Partial Release is limited to the above stated Railroad Equipment and the leasehold and security interests only with regard to such Railroad Equipment. Nothing herein contain shall be deemed to discharge, terminate or release any other collateral held in favor of the Bank.

Dated: December 16, 2013

MB FINANCIAL BANK, N.A.

By: Timothy E. Broccolo
Printed Name: Timothy E. Broccolo
Title: Commercial Group President

State of Illinois)
) ss.
County of Cook)

On this 13th day of December, 2013 before me personally appeared Timothy E. Broccolo to me personally known, who, being duly sworn did say that (s)he is a President of MB FINANCIAL BANK, N.A., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he 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.

Patricia L. Almond
NOTARY PUBLIC

My commission expires:

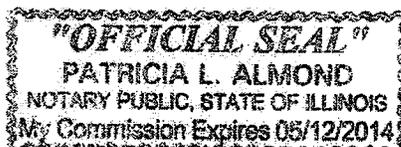


EXHIBIT A

PARTIAL RELEASE OF SECURITY INTEREST

DESCRIPTION OF RAILCARS

NUMBER OF RAILCARS	TYPE AND DESCRIPTION	MARKS
142	5,800 cubic foot capacity, ACF Built 5711, 263,000 gross rail limit, CenterFlow plastic pellet covered hopper cars, equipped with 20" hatches with (1) vented hatch cover per compartment, 5135 or equivalent pneumatic outlets and 100 ton trunks	TIMX88001; TIMX88007; TIMX88010; TIMX88011; TIMX88013; TIMX88015; TIMX88016; TIMX88018; TIMX88021; TIMX88024 through and including TIMX88027; TIMX88029; TIMX88030; TIMX88032; TIMX88033; TIMX88038; TIMX88040; TIMX88041; TIMX88043; TIMX88044; TIMX88046; TIMX88048; TIMX88049; TIMX88050; TIMX88053; TIMX88054; TIMX88055; TIMX88059; TIMX88062; TIMX88064 TIMX88065; TIMX88067; TIMX88071; TIMX88072; TIMX88073; TIMX88078; TIMX88082; TIMX88086; TIMX88088; TIMX88090; TIMX88091; TIMX88092; TIMX88094 through and including TIMX88097; TIMX88099; TIMX88201; TIMX88202 TIMX88204; TIMX88205; TIMX 88208, TIMX88210; TIMX88214; TIMX88219 through and including TIMX88222; TIMX88224; TIMX88228; TIMX88231; TIMX88237; TIMX88238; TIMX88243; TIMX88245; TIMX88246; TIMX88247; TIMX88250; TIMX88253; TIMX88254; TIMX88255; TIMX88257; TIMX88258; TIMX88260; TIMX88263; TIMX88264; TIMX88267; TIMX88269; TIMX88273; TIMX88277 through and including TIMX88280; TIMX88283; TIMX88285; TIMX88289; TIMX88290; TIMX88293; TIMX88294; TIMX88295; TIMX88297; TIMX88299; TIMX88300; TIMX88401; TIMX88402; TIMX88403; TIMX88408; TIMX88409; TIMX88413; TIMX88419; TIMX88423; TIMX88424; TIMX88426; TIMX88428 through and including TIMX88434; TIMX 88438, TIMX88440; TIMX88444; TIMX88449; TIMX88453 through and including TIMX88457; TIMX88461; TIMX88463; TIMX88464; TIMX88465; TIMX88467; TIMX88468; TIMX88469; TIMX88471; TIMX88472; TIMX 88478, TIMX88479; TIMX88484; TIMX88486; TIMX88487; TIMX 88489; TIMX88491; TIMX88492; TIMX88494; TIMX88495; TIMX88496; TIMX88498.

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: 12/16/13

Edward M Luria
Edward M. Luria