

RECORDATION NO. 26886-AAA
FILED DECEMBER 9, 2015 4:50 PM
SURFACE TRANSPORTATION BOARD



RESIDCO

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

70 W. Madison Street, Suite 2340

Chicago, Illinois 60602

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December 9, 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 Release and Discharge of Security Interest, dated December 9, 2015, a secondary document. The enclosed document is a release and relates to documents previously filed with the Board under Recordation No.26886-UU.

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 the following:

160 railcars within the series OFOX 7700 - OFOX 7864 and TFOX 47262 – TFOX 47854 as more particularly set forth in the attachment to the document.

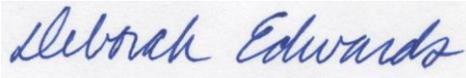
A short summary of the document to appear in the index is:

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

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).

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 release and discharge includes the release of the security interest granted to Secured Party in the Property Discharged pursuant to that certain Tenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 7, 2015, and filed at the STB as that certain Memorandum of Tenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 7, 2015 as recordation #26886-UU and filed on April 22, 2015 at 12:10 p.m.

Dated this 9 day of December, 2015

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

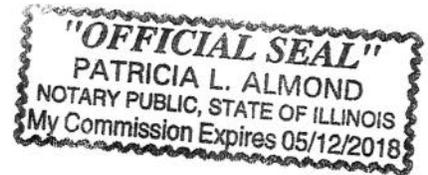
On this 9th day of December, 2015, before me, personally appeared Keith J. Niebrugge, to me personally known, who being by me duly sworn, says that he is Senior Vice President of MB Financial Bank and that said instrument was signed on behalf of said Bank by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia L. Almond

Signature of Notary Public

[Seal]

My commission expires 5/12/2018



Attachment A to STB Release

Seq.	Mark	Car No.
1	OFOX	7700
2	OFOX	7701
3	OFOX	7702
4	OFOX	7703
5	OFOX	7704
6	OFOX	7705
7	OFOX	7706
8	OFOX	7707
9	OFOX	7708
10	OFOX	7710
11	OFOX	7711
12	OFOX	7713
13	OFOX	7714
14	OFOX	7715
15	OFOX	7716
16	OFOX	7717
17	OFOX	7718
18	OFOX	7719
19	OFOX	7721
20	OFOX	7722
21	OFOX	7723
22	OFOX	7724
23	OFOX	7725
24	OFOX	7726
25	OFOX	7727
26	OFOX	7729
27	OFOX	7730
28	OFOX	7731
29	OFOX	7732
30	OFOX	7733
31	OFOX	7735
32	OFOX	7736
33	OFOX	7738
34	OFOX	7739
35	OFOX	7740
36	OFOX	7741
37	OFOX	7742
38	OFOX	7743
39	OFOX	7744
40	OFOX	7745

Seq.	Mark	Car No.
41	OFOX	7746
42	OFOX	7747
43	OFOX	7748
44	OFOX	7749
45	OFOX	7750
46	OFOX	7751
47	OFOX	7752
48	OFOX	7753
49	OFOX	7754
50	OFOX	7755
51	OFOX	7756
52	OFOX	7757
53	OFOX	7758
54	OFOX	7759
55	OFOX	7760
56	OFOX	7762
57	OFOX	7763
58	OFOX	7764
59	OFOX	7765
60	OFOX	7766
61	OFOX	7767
62	OFOX	7768
63	OFOX	7769
64	OFOX	7770
65	OFOX	7771
66	OFOX	7772
67	OFOX	7773
68	OFOX	7774
69	OFOX	7775
70	OFOX	7776
71	OFOX	7777
72	OFOX	7778
73	OFOX	7779
74	OFOX	7780
75	OFOX	7781
76	OFOX	7782
77	OFOX	7783
78	OFOX	7784
79	OFOX	7785
80	OFOX	7786

Seq.	Mark	Car No.
81	OFOX	7787
82	OFOX	7788
83	OFOX	7789
84	OFOX	7790
85	OFOX	7791
86	OFOX	7792
87	OFOX	7793
88	OFOX	7794
89	OFOX	7795
90	OFOX	7796
91	OFOX	7797
92	OFOX	7798
93	OFOX	7799
94	OFOX	7800
95	OFOX	7801
96	OFOX	7802
97	OFOX	7803
98	OFOX	7804
99	OFOX	7805
100	OFOX	7806
101	OFOX	7807
102	OFOX	7808
103	OFOX	7809
104	OFOX	7811
105	OFOX	7812
106	OFOX	7813
107	OFOX	7814
108	OFOX	7815
109	OFOX	7816
110	OFOX	7817
111	OFOX	7818
112	OFOX	7819
113	OFOX	7820
114	OFOX	7821
115	OFOX	7822
116	OFOX	7823
117	OFOX	7824
118	OFOX	7825
119	OFOX	7826
120	OFOX	7827

Seq.	Mark	Car No.
121	OFOX	7828
122	OFOX	7830
123	OFOX	7831
124	OFOX	7832
125	OFOX	7833
126	OFOX	7834
127	OFOX	7835
128	OFOX	7836
129	OFOX	7837
130	OFOX	7838
131	OFOX	7839
132	OFOX	7840
133	OFOX	7841
134	OFOX	7842
135	OFOX	7843
136	OFOX	7844
137	OFOX	7845
138	OFOX	7846
139	OFOX	7847
140	OFOX	7848
141	OFOX	7849
142	OFOX	7850
143	OFOX	7851
144	OFOX	7852
145	OFOX	7854
146	OFOX	7855
147	OFOX	7856
148	OFOX	7857
149	OFOX	7859
150	OFOX	7860
151	OFOX	7861
152	OFOX	7862
153	OFOX	7863
154	OFOX	7864
155	TFOX	47262
156	TFOX	47267
157	TFOX	47284
158	TFOX	47301
159	TFOX	47826
160	TFOX	47854