

RECORDATION NO 26886-HH FILED
January 21, 2014 03:43 PM
SURFACE TRANSPORTATION BOARD



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

January 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 January 16, 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:

77 aluminum gondola railcars: with reporting marks and road numbers within the series LCRX 4002 and LCRX 4260.

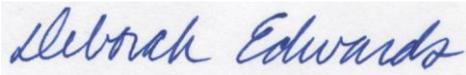
A short summary of the document to appear in the index is:

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, 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").

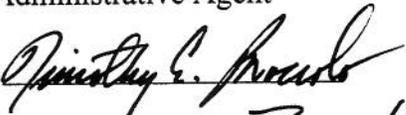
For good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby releases and discharges any and all of its interests in, security interest in, liens, leasehold interest and other security interest in the railroad equipment, related rents, leases and profits described 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 Third Amendment to Amended and Restated Master Railroad Security Agreement dated as of July 30, 2013, and filed at the STB as that certain Memorandum of Third Amendment to Amended and Restated Master Railroad Security Agreement dated as of July 30, 2013 as recordation #26886Y and filed on July 30, 2013 at 3:35 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 16th day of January, 2014

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

By: 
Name: *Timothy E. Broccoli*
Title: *Commercial Group President*

State of Illinois

) ss:

County of Cook

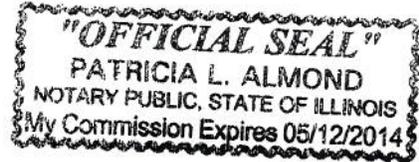
On this 21 day of January 2014, before me, personally appeared Timothy E. Broccoli, to me personally known, who being by me duly sworn, says that s/he is Commercial Group President of MB Financial Bank and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, 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 5/12/2014

Subscribed and sworn to me this 21 day of January, 2014.



Attachment A to STB Partial Release

	Mark	Number		Mark	Number		Mark	Number
1	LCRX	4002	31	LCRX	4101	61	LCRX	4196
2	LCRX	4008	32	LCRX	4102	62	LCRX	4204
3	LCRX	4010	33	LCRX	4104	63	LCRX	4208
4	LCRX	4021	34	LCRX	4108	64	LCRX	4211
5	LCRX	4022	35	LCRX	4109	65	LCRX	4212
6	LCRX	4023	36	LCRX	4114	66	LCRX	4214
7	LCRX	4024	37	LCRX	4115	67	LCRX	4220
8	LCRX	4025	38	LCRX	4117	68	LCRX	4223
9	LCRX	4030	39	LCRX	4129	69	LCRX	4226
10	LCRX	4031	40	LCRX	4131	70	LCRX	4234
11	LCRX	4040	41	LCRX	4132	71	LCRX	4238
12	LCRX	4045	42	LCRX	4133	72	LCRX	4240
13	LCRX	4046	43	LCRX	4135	73	LCRX	4241
14	LCRX	4048	44	LCRX	4136	74	LCRX	4246
15	LCRX	4055	45	LCRX	4138	75	LCRX	4247
16	LCRX	4056	46	LCRX	4139	76	LCRX	4251
17	LCRX	4058	47	LCRX	4140	77	LCRX	4260
18	LCRX	4063	48	LCRX	4142			
19	LCRX	4066	49	LCRX	4146			
20	LCRX	4068	50	LCRX	4150			
21	LCRX	4070	51	LCRX	4153			
22	LCRX	4071	52	LCRX	4155			
23	LCRX	4074	53	LCRX	4157			
24	LCRX	4075	54	LCRX	4170			
25	LCRX	4076	55	LCRX	4171			
26	LCRX	4077	56	LCRX	4174			
27	LCRX	4078	57	LCRX	4178			
28	LCRX	4083	58	LCRX	4179			
29	LCRX	4084	59	LCRX	4186			
30	LCRX	4089	60	LCRX	4191			