

RECORDATION NO. 26886-EEE
FILED AUGUST 22, 2016 1:44 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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August 22, 2016

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 August 19, 2016, 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:
61 covered hopper railcars: RRRX1104; RRRX 2063; and within the following series:
RRRX 2133- RRRX 2148; RRRX 182739-RRRX182997; RRRX 460084 – RRRX
463020; and
27 covered hopper railcars: RRRX 2022; RRRX 2127; RRRX 2145; and within the
following series: RRRX 182782-RRRX 182988; RRRX 460137- RRRX 460337;

All as more fully set forth on the attachment hereto.

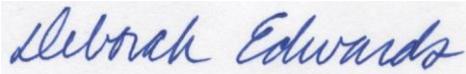
A short summary of the document to appear in the index is:

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, flowing style.

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 "Master 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 Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 15, 2015, and filed at the STB as that certain Memorandum of Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 15, 2015, as recordation #26886-BBB and filed on December 15, 2015 at 3:45 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 22 day August, 2016
MB Financial Bank, N.A., a national banking Association
As Administrative Agent

By: Keith J. Niebrugge

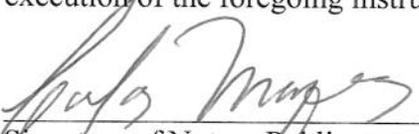
Name: Keith J. Niebrugge
Title: Senior Vice President

State of Illinois

) ss:

County of Cook

On this 22 day of August, 2016, 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



My commission expires 5/8/2017

Attachment A to STB Partial Release

	Mark	Number
1	RRRX	1104
2	RRRX	2063
3	RRRX	2133
4	RRRX	2135
5	RRRX	2139
6	RRRX	2140
7	RRRX	2148
8	RRRX	182739
9	RRRX	182754
10	RRRX	182757
11	RRRX	182763
12	RRRX	182768
13	RRRX	182805
14	RRRX	182807
15	RRRX	182811
16	RRRX	182819
17	RRRX	182822
18	RRRX	182829
19	RRRX	182834
20	RRRX	182837
21	RRRX	182858
22	RRRX	182919
23	RRRX	182921
24	RRRX	182929
25	RRRX	182941
26	RRRX	182943
27	RRRX	182954
28	RRRX	182957
29	RRRX	182965
30	RRRX	182967
31	RRRX	182970

	Mark	Number
32	RRRX	182975
33	RRRX	182989
34	RRRX	182993
35	RRRX	182994
36	RRRX	182997
37	RRRX	460084
38	RRRX	460089
39	RRRX	460111
40	RRRX	460139
41	RRRX	460189
42	RRRX	460200
43	RRRX	460215
44	RRRX	460218
45	RRRX	460226
46	RRRX	460235
47	RRRX	460242
48	RRRX	460250
49	RRRX	460252
50	RRRX	460317
51	RRRX	460319
52	RRRX	460335
53	RRRX	460336
54	RRRX	460355
55	RRRX	460359
56	RRRX	460394
57	RRRX	460400
58	RRRX	460407
59	RRRX	460429
60	RRRX	463017
61	RRRX	463020

Attachment A to STB Partial Release

	MARK	NUMBER
1	RRRX	2022
2	RRRX	2127
3	RRRX	2145
4	RRRX	182782
5	RRRX	182817
6	RRRX	182840
7	RRRX	182873
8	RRRX	182904
9	RRRX	182910
10	RRRX	182917
11	RRRX	182922
12	RRRX	182940
13	RRRX	182960
14	RRRX	182968
15	RRRX	182988
16	RRRX	460137
17	RRRX	460191
18	RRRX	460201
19	RRRX	460209
20	RRRX	460230
21	RRRX	460269
22	RRRX	460277
23	RRRX	460282
24	RRRX	460314
25	RRRX	460315
26	RRRX	460328
27	RRRX	460337