



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

December 19, 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:

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 December 19, 2013, 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:

15 aluminum gondola railcars: with reporting marks and road numbers as follows: LCRX 4203; LCRX 4143; LCRX 4092; LCRX 4038; LCRX 4032; LCRX 4007; LCRX 4232; LCRX 4229; LCRX 4235; LCRX 4116; LCRX4264; LCRX4013; LCRX 4079; LCRX 4122; LCRX 4106

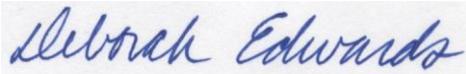
A short summary of the document to appear in the index is:

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-colored 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 following described railroad equipment ("Property Discharged"):

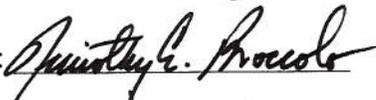
Fifteen (15) aluminum gondola railcars with the reporting marks and road numbers ("Property Discharged"): LCRX 4203; LCRX 4143; LCRX 4092; LCRX 4038; LCRX 4032; LCRX 4007; LCRX 4232; LCRX 4229; LCRX 4235; LCRX 4116; LCRX4264; LCRX4013; LCRX 4079; LCRX 4122; LCRX 4106.

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 19th day of December, 2013

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

By: 

Name: Timothy E. Broccolo
Title: Commercial Group President

State of Illinois

) ss:

County of Cook

On this 19th day of December, 2013, before me, personally appeared Timothy E. Broccolo, 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 19th day of December, 2013.

