

RESIDCO

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

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Chicago, Illinois 60602

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January 13, 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 Partial Release and Discharge of Security Interest, dated January 13, 2015, 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 the following fourteen cars: WW4129; WW 4132; WW 4128; WW 4133; HLMX 74241; WW 4124; HLMX 74257; HLMX 74236; WW 4127; WW 4125; WW 4126; WW 4131; HLMX 742227 and HMBX 74240

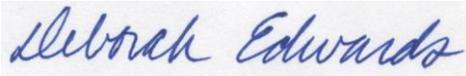
A short summary of the document to appear in the index is:

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, 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 "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 describe railroad equipment, related rents, leases and profits ("Property Discharged").

	<u>Mark</u>	<u>Number</u>
1	WW	4129
2	WW	4132
3	WW	4128
4	WW	4133
5	HLMX	74241
6	WW	4124
7	HLMX	74257
8	HLMX	74236
9	WW	4127
10	WW	4125
11	WW	4126
12	WW	4131
13	HLMX	74227
14	HMBX	74240

This partial release and discharge includes the release of the security interest granted to Secured Party in the Property Discharged pursuant to that certain Second Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 11, 2012, and filed at the STB as that certain Memorandum of Second Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 11, 2012 as recordation #26886W and filed on December 12, 2012 at 7:30 a.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 13th day of January, 2015

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

By: Keith J. Niebrugge
Keith Niebrugge, Senior Vice President

State of Illinois

) ss:

County of Cook

On this ___ day of January 2015, before me, personally appeared Keith Niebrugge, to me personally known, who being by me duly sworn, says that s/he is Senior Vice President of MB Financial Bank, N.A. 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 Bank.


Signature of Notary Public

[Seal]

My commission expires 5/12/2018

Subscribed and sworn to me this 13 day of January, 2015.

