



RESIDCO

RESIDUAL BASED FINANCE CORPORATION

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**RECORDATION NO. 26886-SS
FILED MARCH 13, 2015 11:40 AM
SURFACE TRANSPORTATION BOARD**

March 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 March 12, 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:

120 gondola railcars within the series MBKX 301308 – MBKX 302161 as more particularly set forth in the attachment to the document.

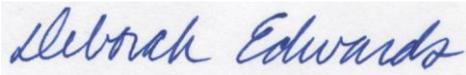
A short summary of the document to appear in the index is:

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, 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 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 Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014, and filed at the STB as that certain Memorandum of Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014 as recordation #26886-JJ and filed on April 22, 2014 at 1:50 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 ^{12th} day of March, 2015

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

By: 

Name: ~~Keith J. Niebrugge~~ Timothy E. Broccolo

Title: ~~Senior Vice President~~ Commercial Group President

State of Illinois

) ss:

County of Cook

On this 12 day of March, 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 Partial Release

	Mark	Number		Mark	Number		Mark	Number
1	MBKX	301308	41	MBKX	301569	81	MBKX	301893
2	MBKX	301311	42	MBKX	301573	82	MBKX	301894
3	MBKX	301315	43	MBKX	301589	83	MBKX	301906
4	MBKX	301318	44	MBKX	301606	84	MBKX	301910
5	MBKX	301334	45	MBKX	301607	85	MBKX	301911
6	MBKX	301342	46	MBKX	301611	86	MBKX	301929
7	MBKX	301343	47	MBKX	301632	87	MBKX	301945
8	MBKX	301352	48	MBKX	301640	88	MBKX	301949
9	MBKX	301354	49	MBKX	301644	89	MBKX	301955
10	MBKX	301369	50	MBKX	301679	90	MBKX	301979
11	MBKX	301375	51	MBKX	301688	91	MBKX	301981
12	MBKX	301382	52	MBKX	301690	92	MBKX	301983
13	MBKX	301383	53	MBKX	301699	93	MBKX	301988
14	MBKX	301389	54	MBKX	301701	94	MBKX	301992
15	MBKX	301402	55	MBKX	301705	95	MBKX	301997
16	MBKX	301403	56	MBKX	301709	96	MBKX	302000
17	MBKX	301405	57	MBKX	301710	97	MBKX	302005
18	MBKX	301410	58	MBKX	301714	98	MBKX	302017
19	MBKX	301415	59	MBKX	301748	99	MBKX	302018
20	MBKX	301444	60	MBKX	301754	100	MBKX	302030
21	MBKX	301448	61	MBKX	301755	101	MBKX	302033
22	MBKX	301470	62	MBKX	301769	102	MBKX	302050
23	MBKX	301472	63	MBKX	301770	103	MBKX	302054
24	MBKX	301473	64	MBKX	301774	104	MBKX	302059
25	MBKX	301480	65	MBKX	301775	105	MBKX	302061
26	MBKX	301488	66	MBKX	301784	106	MBKX	302069
27	MBKX	301491	67	MBKX	301796	107	MBKX	302077
28	MBKX	301492	68	MBKX	301799	108	MBKX	302097
29	MBKX	301496	69	MBKX	301800	109	MBKX	302100
30	MBKX	301508	70	MBKX	301806	110	MBKX	302104
31	MBKX	301511	71	MBKX	301807	111	MBKX	302114
32	MBKX	301518	72	MBKX	301813	112	MBKX	302127
33	MBKX	301525	73	MBKX	301830	113	MBKX	302129
34	MBKX	301529	74	MBKX	301833	114	MBKX	302130
35	MBKX	301530	75	MBKX	301841	115	MBKX	302136
36	MBKX	301534	76	MBKX	301851	116	MBKX	302149
37	MBKX	301537	77	MBKX	301852	117	MBKX	302150
38	MBKX	301547	78	MBKX	301854	118	MBKX	302152
39	MBKX	301551	79	MBKX	301860	119	MBKX	302160
40	MBKX	301556	80	MBKX	301874	120	MBKX	302161