



RESIDCO

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

70 W. Madison Street, Suite 2340

Chicago, Illinois 60602

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November 25, 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 November 25, 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:

Fifty four (54) gondola railcars within the series OFSX 84002 – OFSX 84109, as more particularly set forth in the attachment to the document.

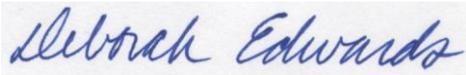
A short summary of the document to appear in the index is:

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, 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"), a Fourth Amendment to Amended and Restated Master Railroad Security Agreement dated as of September 25, 2013 (the "Fourth Amendment"), a Fifth Amendment to Amended and Restated Master Railroad Security Agreement dated as of November 23, 2013 (the "Fifth Amendment") and a Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014 (the "Sixth Amendment").

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 Master Railroad Security Agreement dated as of March 28, 2007, and filed at the STB as that certain Memorandum of Master Railroad Security Agreement dated as of March 28, 2007 as recordation #26886 and filed on May 28, 2007 at 12:00 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 25 day of November, 2014

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

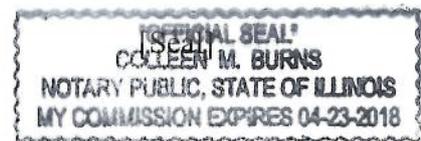
) ss:

County of Cook

On this 25th day of November 2014, 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.

Colleen M Burns

Signature of Notary Public



My commission expires 4-23-18

Attachment A to STB Partial Release

	Mark	Number		Mark	Number
1	OFSX	84002	28	OFSX	84052
2	OFSX	84003	29	OFSX	84054
3	OFSX	84006	30	OFSX	84055
4	OFSX	84007	31	OFSX	84057
5	OFSX	84009	32	OFSX	84059
6	OFSX	84011	33	OFSX	84061
7	OFSX	84013	34	OFSX	84062
8	OFSX	84014	35	OFSX	84063
9	OFSX	84015	36	OFSX	84064
10	OFSX	84016	37	OFSX	84067
11	OFSX	84020	38	OFSX	84071
12	OFSX	84021	39	OFSX	84076
13	OFSX	84024	40	OFSX	84079
14	OFSX	84027	41	OFSX	84080
15	OFSX	84031	42	OFSX	84084
16	OFSX	84034	43	OFSX	84087
17	OFSX	84035	44	OFSX	84088
18	OFSX	84038	45	OFSX	84089
19	OFSX	84039	46	OFSX	84090
20	OFSX	84040	47	OFSX	84091
21	OFSX	84041	48	OFSX	84092
22	OFSX	84042	49	OFSX	84093
23	OFSX	84044	50	OFSX	84096
24	OFSX	84047	51	OFSX	84102
25	OFSX	84049	52	OFSX	84104
26	OFSX	84050	53	OFSX	84108
27	OFSX	84051	54	OFSX	84109