



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

April 2, 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 31, 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:

Two locomotives with the following marks and numbers;

Old Mark	New Mark	Number
AUAR	WAMX	60
AUAR	WAMX	63

as more particularly set forth in the attachment to the document.

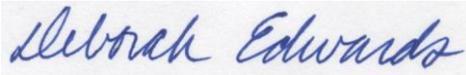
A short summary of the document to appear in the index is:

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,



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, (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 (locomotives), related rents, leases and profits described below ("Property Discharged"):

<u>Old Mark</u>	<u>New Mark</u>	<u>Number</u>
AUAR	WAMX	60
AUAR	WAMX	63

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 March 28, 2007 at 12:00 p.m, which was amended and restated pursuant to the Railroad Security Agreement (defined above). The Railroad Security Agreement was subsequently assigned by MB Financial Bank (in its capacity as the sole sender and secured party) to Administrative Agent pursuant to that certain Assignment and Assumption of Existing Collateral Documents dated as of July 30, 2013.

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 pledged under the Railroad Security Agreement shall remain.

Dated this 31st day of March, 2015

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

By: Victoria Mora

Name: Victoria Mora

Title: Commercial Banking Officer

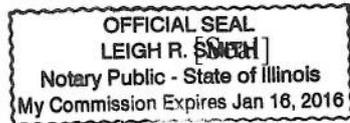
State of Illinois

) ss:

County of ~~Cook~~ Kane

On this 31st day of March, 2015, before me, personally appeared Victoria Morca, to me personally known, who being by me duly sworn, says that s/he is Commercial Banking Officer 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.

Leigh R. Smith
Signature of Notary Public



My commission expires 1-16-16

Subscribed and sworn to me this 31st day of March, 2015.