



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

May 20, 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 May 19, 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:

20 railcars: with reporting marks and road numbers as follows: OFOX 500200; OFOX 500221; OFOX 500224; OFOX 500240; OFOX 500254; OFOX 500273; OFOX 500287; OFOX 500319; OFOX 500321; OFOX 500350; OFOX 500353; OFOX 500356; OFOX 500366; OFOX 500373; OFOX 500375; OFOX 500403; OFOX 500408; OFOX 500410; OFOX 500419 and OFOX 500434

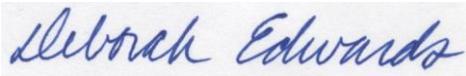
A short summary of the document to appear in the index is:

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, 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 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 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 May, 2014

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

By: Keith J. Niebrugge

Name: Keith Niebrugge
Title: Senior Vice President

State of Illinois

) ss:

County of Cook

On this 20th day of May 2014, before me, personally appeared Keith J. Niebrugge, to me personally known, who being by me duly sworn, says that s/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 05/12/2018

Subscribed and sworn to me this ___ day of January, 2014.



Attachment A to STB Partial Release

	Mark	Number		Mark	Number
1	OFOX	500200	11	OFOX	500353
2	OFOX	500221	12	OFOX	500356
3	OFOX	500224	13	OFOX	500366
4	OFOX	500240	14	OFOX	500373
5	OFOX	500254	15	OFOX	500375
6	OFOX	500273	16	OFOX	500403
7	OFOX	500287	17	OFOX	500408
8	OFOX	500319	18	OFOX	500410
9	OFOX	500321	19	OFOX	500419
10	OFOX	500350	20	OFOX	500434