



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

December 13, 2013

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 of Security Agreement, dated December 12, 2013, a secondary document. The enclosed document is a partial release and relates to documents previously filed with the Board under Recordation No.30545.

The name and address of the party to the enclosed document is:

Lender: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Borrower: ALF VII, LLC
c/o Residco
70 W. Madison Street, #2340
Chicago, IL 60602

A description of the equipment covered by this enclosed document is:

19 railcars: within the series HLMX 750139 - HLMX 750447 and HMBX 750036
– HMBX 750145 as more particularly set forth in the equipment schedule
attached to the document as Exhibit A;

61 railcars: within the series RRRX 1104, RRX 2063 – RRRX 2148; RRRX 182739 – RRRX 182997, and RRRX 460084 – RRRX 463020, as more particularly set forth in the equipment schedule attached to the document as Exhibit B; and

28 railcars: RRRX 2022, RRRX 2127, RRRX 2145; within the series RRRX 182782 – RRRX 182988; and RRRX 460137 – RRRX 460337, as more particularly set forth in the equipment schedule attached to the document as Exhibit C.

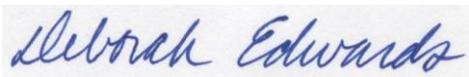
A short summary of the document to appear in the index is:

Partial Release of Security Agreement and Lease Assignment

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 OF SECURITY AGREEMENT

The undersigned, Wells Fargo Equipment Finance, Inc. ("WFEFI"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to certain railroad equipment and the lease related thereto, as said equipment is more fully described in Exhibits A - C attached hereto (hereinafter "Property Discharged").

Such security interest was granted pursuant to Memorandum of Security Agreement and Lease Assignment dated as of December 10, 2012, in favor of WFEFI (Recordation Number 30545, recorded on December 11, 2013 at 2:15 p.m.).

NOTICE OF PARTIAL DISCHARGE ONLY: This release is intended to be only a discharge as to the Property Discharged. The Secured Party's security interest in all other railroad equipment in such Memorandum shall remain.

Dated this 12th day of December, 2013

Wells Fargo Equipment Finance, Inc.

By: Chris Lundberg

Title: Program Servicing Specialist

State of Minnesota
) ss:
County of Hennepin

On this 12th day of Dec, 2013 before me, personally appeared Chris Lundberg, to me personally known, who being by me duly sworn, says that he/she is a Program Servicing Specialist of Wells Fargo Equipment Finance, Inc. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary C
Signature of Notary Public

My commission expires 1/31/15

Subscribed and sworn to me this 12th day of Dec, 2013.

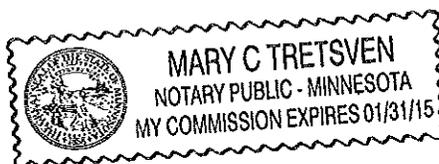


EXHIBIT A

DESCRIPTION OF RAILCARS "PROPERTY DISCHARGED"

Master Lease Agreement dated July 14, 2004 between Helm Financial Corporation on behalf of ALF VII, LLC and Tyson Fresh Meats, Inc.

Manufacturer
Trinity Industries

Description
5250 cu. ft. capacity covered hopper railcars

Road Numbers
See below

| | <u>Mark</u> | <u>Number</u> |
|----|-------------|---------------|
| 1 | HMBX | 750036 |
| 2 | HMBX | 750084 |
| 3 | HMBX | 750098 |
| 4 | HMBX | 750145 |
| 5 | HLMX | 750139 |
| 6 | HLMX | 750151 |
| 7 | HLMX | 750156 |
| 8 | HLMX | 750159 |
| 9 | HLMX | 750203 |
| 10 | HLMX | 750214 |
| 11 | HLMX | 750221 |
| 12 | HLMX | 750227 |
| 13 | HLMX | 750264 |
| 14 | HLMX | 750267 |
| 15 | HLMX | 750285 |
| 16 | HLMX | 750299 |
| 17 | HLMX | 750439 |
| 18 | HLMX | 750444 |
| 19 | HLMX | 750447 |

EXHIBIT B

DESCRIPTION OF RAILCARS “PROPERTY DISCHARGED”

Lease Agreement dated as of
December 13, 2002 between
MRXX Corp. on behalf of ALF
VII, LLC and Central States
Enterprises

Description: 61 Covered hopper
railcars

Road Numbers

See below

| | Mark | Number |
|----|------|--------|
| 1 | RRRX | 1104 |
| 2 | RRRX | 2063 |
| 3 | RRRX | 2133 |
| 4 | RRRX | 2135 |
| 5 | RRRX | 2139 |
| 6 | RRRX | 2140 |
| 7 | RRRX | 2148 |
| 8 | RRRX | 182739 |
| 9 | RRRX | 182754 |
| 10 | RRRX | 182757 |
| 11 | RRRX | 182763 |
| 12 | RRRX | 182768 |
| 13 | RRRX | 182805 |
| 14 | RRRX | 182807 |
| 15 | RRRX | 182811 |
| 16 | RRRX | 182819 |
| 17 | RRRX | 182822 |
| 18 | RRRX | 182829 |
| 19 | RRRX | 182834 |
| 20 | RRRX | 182837 |
| 21 | RRRX | 182858 |
| 22 | RRRX | 182919 |
| 23 | RRRX | 182921 |
| 24 | RRRX | 182929 |
| 25 | RRRX | 182941 |

| | Mark | Number |
|----|------|--------|
| 26 | RRRX | 182943 |
| 27 | RRRX | 182954 |
| 28 | RRRX | 182957 |
| 29 | RRRX | 182965 |
| 30 | RRRX | 182967 |
| 31 | RRRX | 182970 |
| 32 | RRRX | 182975 |
| 33 | RRRX | 182989 |
| 34 | RRRX | 182993 |
| 35 | RRRX | 182994 |
| 36 | RRRX | 182997 |
| 37 | RRRX | 460084 |
| 38 | RRRX | 460089 |
| 39 | RRRX | 460111 |
| 40 | RRRX | 460139 |
| 41 | RRRX | 460189 |
| 42 | RRRX | 460200 |
| 43 | RRRX | 460215 |
| 44 | RRRX | 460218 |
| 45 | RRRX | 460226 |
| 46 | RRRX | 460235 |
| 47 | RRRX | 460242 |
| 48 | RRRX | 460250 |
| 49 | RRRX | 460252 |
| 50 | RRRX | 460317 |

| | Mark | Number |
|----|------|--------|
| 51 | RRRX | 460319 |
| 52 | RRRX | 460335 |
| 53 | RRRX | 460336 |
| 54 | RRRX | 460355 |
| 55 | RRRX | 460359 |
| 56 | RRRX | 460394 |
| 57 | RRRX | 460400 |
| 58 | RRRX | 460407 |
| 59 | RRRX | 460429 |
| 60 | RRRX | 463017 |
| 61 | RRRX | 463020 |

EXHIBIT C

DESCRIPTION OF RAILCARS "PROPERTY DISCHARGED"

Lease Agreement dated as of
January 23, 2003 between MRXX
Corp. on behalf of ALF VII, LLC
and Central States Enterprises

Description
28 Covered Hopper railcars

Road Numbers
See below

| | Mark | Number |
|----|------|--------|
| 1 | RRRX | 2022 |
| 2 | RRRX | 2127 |
| 3 | RRRX | 2145 |
| 4 | RRRX | 182782 |
| 5 | RRRX | 182817 |
| 6 | RRRX | 182840 |
| 7 | RRRX | 182873 |
| 8 | RRRX | 182904 |
| 9 | RRRX | 182910 |
| 10 | RRRX | 182917 |
| 11 | RRRX | 182922 |
| 12 | RRRX | 182940 |
| 13 | RRRX | 182960 |
| 14 | RRRX | 182968 |
| 15 | RRRX | 182988 |
| 16 | RRRX | 460137 |
| 17 | RRRX | 460191 |
| 18 | RRRX | 460201 |
| 19 | RRRX | 460209 |
| 20 | RRRX | 460230 |
| 21 | RRRX | 460269 |
| 22 | RRRX | 460277 |
| 23 | RRRX | 460282 |
| 24 | RRRX | 460294 |
| 25 | RRRX | 460314 |
| 26 | RRRX | 460315 |
| 27 | RRRX | 460328 |
| 28 | RRRX | 460337 |