



**RESIDCO**

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

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Chicago, Illinois 60602

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December 19, 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 18, 2013, a secondary document. The enclosed document is a partial release and relates to documents previously filed with the Board under Recordation No.27008A.

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

Lender: Fifth Third Bank (Chicago)  
222 South Riverside Plaza  
32<sup>nd</sup> Floor  
Chicago, IL 60606

Borrower: ALF IV, Inc.  
c/o RESIDCO  
70 W. Madison Street, #2340  
Chicago, IL 60602

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

89 covered hopper cars as identified in Partial Release attached hereto.

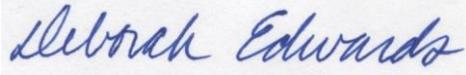
A short summary of the document to appear in the index is:

Partial Release and Discharge of Security Agreement

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](mailto: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, Fifth Third Bank (Chicago), 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 Exhibit A attached hereto (hereinafter "Property Discharged").

Such security interest was granted pursuant to Memorandum of Loan and Security Agreement dated as of May 24, 2007, in favor of Fifth Third Bank (Chicago) (Recordation Number 27008A, recorded on June 11, 2007 at 4:20 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 18th day of December, 2013

Fifth Third Bank (Chicago)

By: Mark G. Gula

Title: Vice President

State of IL  
County of DuPage ) ss:

On this 18th day of December, 2013 before me, personally appeared Mark G. Gula to me personally known, who being by me duly sworn, says that he/she is a Vice President of Fifth Third Bank (Chicago) and that said instrument was signed on behalf of said Bank 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 Bank.

[Signature]  
Signature of Notary Public

My commission expires Sept 18, 2016

Subscribed and sworn to me this 18th day of December, 2013.



EXHIBIT A

**DESCRIPTION OF RAILCARS “PROPERTY DISCHARGED”**

Mater Lease Agreement between ALF IV, Inc., Lessor, and The Kansas City Southern Railway Company, Lessee, dated March 1, 2002 and Rider Two, dated May 1, 2005 and Rider Three dated May 1, 2011.

Description

Road Number

89 covered hopper cars

	Mark	Number
1	KCS	309500
2	KCS	309501
3	KCS	309502
4	KCS	309503
5	KCS	309505
6	KCS	309506
7	KCS	309507
8	KCS	309508
9	KCS	309509
10	KCS	309510
11	KCS	309511
12	KCS	309512
13	KCS	309513
14	KCS	309514
15	KCS	309515
16	KCS	309516
17	KCS	309517
18	KCS	309518
19	KCS	309519
20	KCS	309521
21	KCS	309522
22	KCS	309523
23	KCS	309524
24	KCS	309525
25	KCS	309526
26	KCS	309527
27	KCS	309528
28	KCS	309529
29	KCS	309530
30	KCS	309531

	Mark	Number
31	KCS	309532
32	KCS	309533
33	KCS	309534
34	KCS	309535
35	KCS	309536
36	KCS	309537
37	KCS	309538
38	KCS	309539
39	KCS	309540
40	KCS	309541
41	KCS	309542
42	KCS	309543
43	KCS	309544
44	KCS	309545
45	KCS	309546
46	KCS	309548
47	KCS	309549
48	KCS	309550
49	KCS	309551
50	KCS	309552
51	KCS	309553
52	KCS	309554
53	KCS	309555
54	KCS	309556
55	KCS	309557
56	KCS	309558
57	KCS	309559
58	KCS	309561
59	KCS	309562
60	KCS	309563

	Mark	Number
61	KCS	309564
62	KCS	309565
63	KCS	309566
64	KCS	309567
65	KCS	309568
66	KCS	309569
67	KCS	309570
68	KCS	309572
69	KCS	309573
70	KCS	309574
71	KCS	309575
72	KCS	309576
73	KCS	309577
74	KCS	309579
75	KCS	309580
76	KCS	309581
77	KCS	309582
78	KCS	309583
79	KCS	309584
80	KCS	309585
81	KCS	309586
82	KCS	309587
83	KCS	309588
84	KCS	309589
85	KCS	309590
86	KCS	309591
87	KCS	309592
88	KCS	309593
89	KCS	309594