



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

January 24, 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 January 24, 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:

Nineteen (19) covered hopper railcars: with reporting marks and road numbers within the series HMBX 506 and HMBX 570.

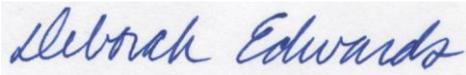
A short summary of the document to appear in the index is:

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").

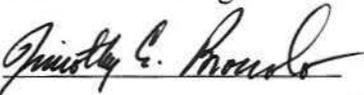
For good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby releases and discharges any and all of its interests in, security interest in, liens, leasehold interest and other security interest in the railroad equipment, related rents, leases and profits described 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 Second Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 11, 2012, and filed at the STB as that certain Memorandum of Second Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 11, 2012 as recordation #26886W and filed on December 12, 2012 at 7:30 a.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 24th day of January, 2014

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

By: 

Name: *Timothy E. Proccolo*
Title: *Commercial Group President*

State of Illinois

) ss:

County of Cook

On this 24 day of January 2014, before me, personally appeared Timothy E. Broccolo, to me personally known, who being by me duly sworn, says that s/he is Commercial Group President of MB Financial Bank and that said instrument was signed on behalf of said Corporation 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.

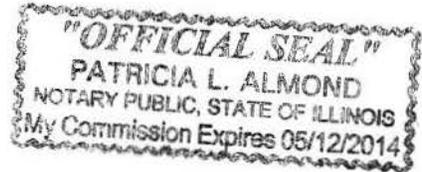
Patricia L. Almond

Signature of Notary Public

[Seal]

My commission expires 5/12/2014

Subscribed and sworn to me this 24 day of January, 2014.



Attachment A to STB Partial Release

	Mark	Number
1	HMBX	506
2	HMBX	507
3	HMBX	512
4	HMBX	514
5	HMBX	517
6	HMBX	518
7	HMBX	521
8	HMBX	523
9	HMBX	527
10	HMBX	533
11	HMBX	534
12	HMBX	542
13	HMBX	546
14	HMBX	548
15	HMBX	549
16	HMBX	550
17	HMBX	553
18	HMBX	558
19	HMBX	570