



**RESIDCO**

RESIDUAL BASED FINANCE CORPORATION

Deborah A. Edwards, General Counsel

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Chicago, Illinois 60602

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RECORDATION NO. 26886-FFF  
FILED AUGUST 29, 2016 5:30 PM  
SURFACE TRANSPORTATION BOARD

August 29, 2016

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 August 29, 2016, 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:

13 covered hopper railcars, with reporting marks and road numbers as follows:  
WW3029; WW3030; WW3058; WW3072; WW3075; WW3086; WW3087; WW3103;  
WW3105; WW3126; WW3135; WW3148; WW3152.

All as more fully set forth on the attachment hereto.

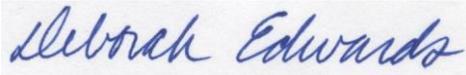
A short summary of the document to appear in the index is:

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](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 AND DISCHARGE OF SECURITY INTEREST

The undersigned, MB Financial Bank, N.A., 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 "Master 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 as follows ("Property Discharged"): WW3029; WW3030; WW3058; WW3072; WW3075; WW3086; WW3087; WW3103; WW3105; WW3126; WW3135; WW3148; WW3152.

This partial release and discharge includes the release of the security interest granted to Secured Party in the Property Discharged pursuant to that certain Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 15, 2015, and filed at the STB as that certain Memorandum of Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 15, 2015, as recordation #26886-BBB and filed on December 15, 2015 at 3:45 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 29 day August, 2016  
MB Financial Bank, N.A., a national banking Association  
As Administrative Agent

By: Keith J. Niebrugge

Name: Keith J. Niebrugge  
Title: Senior Vice President

State of Illinois

) ss:

County of Cook

On this 29<sup>th</sup> day of August, 2016, before me, personally appeared Keith J. Niebrugge, to me personally known, who being by me duly sworn, says that 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.

Deborah Dalton  
Signature of Notary Public

[Seal]



My commission expires 11/4/2017