

RECORDATION NO. 26886-C FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated as of January 11, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of First Amendment to Master Railroad Security Agreement filed with the Board under Recordation Number 26886-B.

The names and addresses of the parties to the enclosed document are:

Bank: MB Financial Bank, N.A.
6111 North River Road
Rosemont, IL 60018

[Grantor: Residual Based Finance Corporation
ALF P-II, Inc.
70 West Madison Street, Suite 2080
Chicago, IL 60602]

Anne K. Quinlan, Esquire
January 11, 2008
Page 2

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

14 locomotives: CPDR 3890, CPDR 3891, CSCD 1001, CSCD 1002,
HESR 3865-HESR 3868, NECR 3869, OTVR 1463, OTVR 1483, OTVR
1484, SJVR 2036 and SJVR 2037.

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

Partial Release of Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE OF SECURITY INTEREST

MB FINANCIAL BANK, N.A.; a national banking association, with offices at 6111 North River Road, Rosemont, Illinois 60018 (the "Bank"), for good and valuable consideration (the receipt and sufficiency of which are acknowledged), hereby terminates, releases and discharges its security interests, liens and others interests granted under or pursuant to the document described below, with respect to fourteen (14) locomotives as reflected on Exhibit A attached hereto:

Memorandum of First Amendment to Master Railroad Security Agreement made and entered into as of June 28, 2007 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Residco"). ALF P-II, Inc. an Illinois corporation and ALF P-III, Inc. an Illinois corporation (collectively, the "Grantor"), and Bank, filed with the Surface Transportation Board on June 28, 2007 at 11:00 a.m. as Recordation Number 26886-B.

The Partial Release is limited to the above stated Railroad Equipment and the leasehold and security interests only with regard to such Railroad Equipment. Nothing herein contain shall be deemed to discharge, terminate or release any other collateral held in favor of the Bank.

Dated: January 11, 2008

MB FINANCIAL BANK, N.A.

By: Maureen M. Janes
Printed Name: Maureen M. Janes
Title: First Vice President

State of Illinois)
) ss.
County of Cook)

On this 11th day of January, 2008, before me personally appeared Maureen M. Janes, to me personally known, who, being duly sworn did say that (s)he is a First Vice President of MB FINANCIAL BANK, N.A., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Mirsada Durakovic

NOTARY PUBLIC

My commission expires:



EXHIBIT A

PARTIAL RELEASE OF SECURITY INTEREST

LIST OF LOCOMOTIVES

Locomotive	Reporting Marks
EMD GP-38	CPDR 3890
EMD GP-38	CPDR 3891
EMD GP-10	CSCD 1001
EMD GP-10	CSCD 1002
EMD GP38-2	HESR 3865
EMD GP38-2	HESR 3866
EMD GP38-2	HESR 3867
EMD GP38-2	HESR 3868
EMD GP38	NECR 3869
EMD GP9	OTVR 1463
EMD GP9	OTVR 1483
EMD GP9	OTVR 1484
EMD GP20	SJVR 2036
EMD GP20	SJVR 2037

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/11/08



Robert W. Alvord