

RECORDATION NO 26886-AA FILE
September 25, 2013 05:00 PM
SURFACE TRANSPORTATION BOARD
ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 25, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Fourth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of September 25, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26886.

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
Grantors:	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 West Madison Street, Suite 2340 Chicago, IL 60602

Section Chief
September 25, 2013
Page 2

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

162 railcars: HMBX 750061 and within the series HMBX 291100 – HMBX 291405 as more particularly set forth in the attachment to the document.

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

Memorandum of Fourth Amendment to Amended and Restated Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF FOURTH AMENDMENT TO AMENDED AND
RESTATED MASTER RAILROAD SECURITY AGREEMENT**

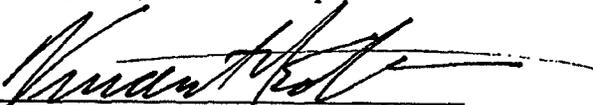
This Memorandum of Fourth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of September 25, 2013 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("RBFC"); and ALF P-II, INC., an Illinois corporation; ALF P-III, Inc., an Illinois corporation; ALF P-I, INC., an Illinois corporation; BANGOR & AROOSTOOK HOLDINGS, INC, a Maine corporation; RLH1 LLC, a Delaware limited liability company; ALF IV, INC., an Illinois corporation; AVF II, L.L.C., an Illinois limited liability company; and ALF VII, LLC, an Illinois limited liability company; and each a Subsidiary or an Affiliate of RBFC and each of which has its chief executive office located at 70 West Madison Street, Suite 2340, Chicago, Illinois 60602 (each and collectively, the "Grantor"), and MB FINANCIAL BANK, N.A., a national banking association (the "Administrative Agent"), whose address is 6111 North River Road, Rosemont, Illinois 60018; respecting the Fourth Amendment to Amended and Restated Master Railroad Security Agreement dated as of September 25, 2013 (the "Fourth Amendment to Security Agreement").

Pursuant to the Fourth Amendment to Security Agreement, Grantor and Administrative Agent hereby affirm and acknowledge that Grantor has granted to Administrative Agent, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, including all rents, leases and profits related thereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Fourth Amendment to Amended and Restated Master Railroad Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

[Signature Page to Follow]

Grantor:
ALF P-II, INC., an Illinois corporation

By: 

Name: Vincent A. Kolber

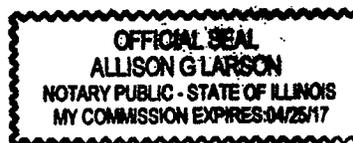
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of ALF P-II, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



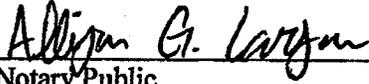
My Commission Expires

ALF P-I, INC., an Illinois corporation

By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

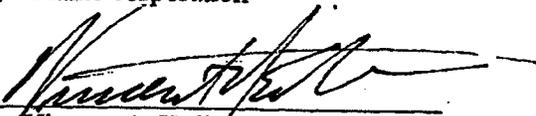
On this 25 of ^{September} ~~July~~, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



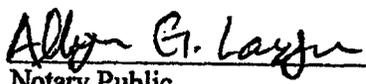
My Commission Expires

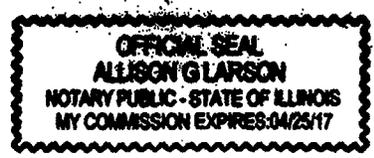
BANGOR & AROOSTOOK HOLDINGS,
INC., a Maine corporation

By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

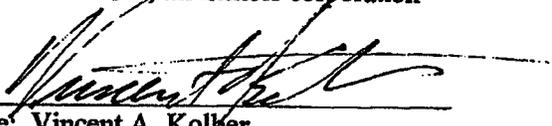
On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



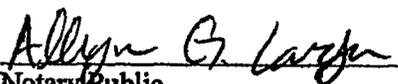
My Commission Expires

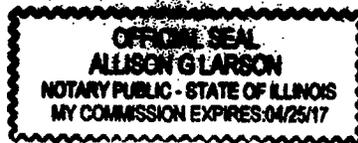
RESIDUAL BASED FINANCE
CORPORATION, an Illinois corporation

By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



My Commission Expires

ALF P-III, INC., an Illinois corporation

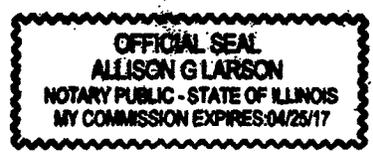
By: *Vincent A. Kolber*
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Allison G. Larson
Notary Public



My Commission Expires

ALF IV, INC., an Illinois corporation

By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS

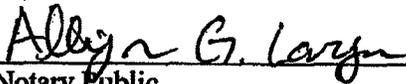
)

COUNTY OF COOK

)

SS:

On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF IV, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

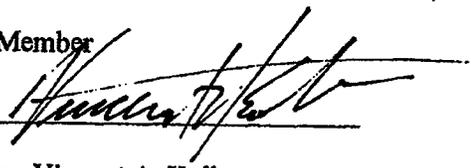
My Commission Expires



AVF II, L.L.C., an Illinois limited liability company

By: AVF II, INC., an Illinois corporation

Its: Member

By: 

Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS

)

COUNTY OF COOK

)

SS:

)

On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of the Member of AVF II, L.L.C., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

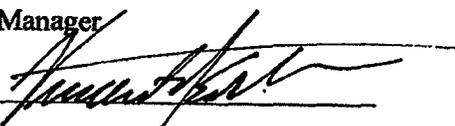
My Commission Expires



ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

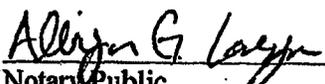
By: 

Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 25 of September, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of the Manager of ALF VII, LLC, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires

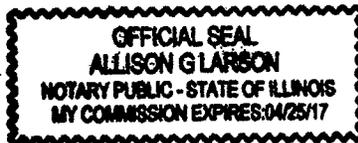


EXHIBIT A

Reporting marks and identifying numbers

(162) Units of 5,250 cu.ft ACF Covered Hopper Railcars, with the following marks:

No	Car Marks	No	Car Marks
1	HMBX 291113	18	HMBX 291105
2	HMBX 750061	19	HMBX 291106
3	HMBX 291116	20	HMBX 291107
4	HMBX 291121	21	HMBX 291108
5	HMBX 291130	22	HMBX 291110
6	HMBX 291133	23	HMBX 291111
7	HMBX 291135	24	HMBX 291112
8	HMBX 291136	25	HMBX 291114
9	HMBX 291142	26	HMBX 291115
10	HMBX 291157	27	HMBX 291117
11	HMBX 291167	28	HMBX 291119
12	HMBX 291168	29	HMBX 291120
13	HMBX 291195	30	HMBX 291123
14	HMBX 291100	31	HMBX 291124
15	HMBX 291101	32	HMBX 291125
16	HMBX 291102	33	HMBX 291126
17	HMBX 291103	34	HMBX 291127
35	HMBX 291128	67	HMBX 291177
36	HMBX 291129	68	HMBX 291179
37	HMBX 291131	69	HMBX 291180
38	HMBX 291137	70	HMBX 291181
39	HMBX 291138	71	HMBX 291182
40	HMBX 291139	72	HMBX 291183
41	HMBX 291141	73	HMBX 291184
42	HMBX 291143	74	HMBX 291185
43	HMBX 291144	75	HMBX 291187

44	HMBX 291146	76	HMBX 291188
45	HMBX 291148	77	HMBX 291189
46	HMBX 291150	78	HMBX 291190
47	HMBX 291151	79	HMBX 291191
48	HMBX 291152	80	HMBX 291194
49	HMBX 291153	81	HMBX 291196
50	HMBX 291154	82	HMBX 291199
51	HMBX 291155	83	HMBX 291197
52	HMBX 291156	84	HMBX 291301
53	HMBX 291158	85	HMBX 291303
54	HMBX 291159	86	HMBX 291305
55	HMBX 291160	87	HMBX 291307
56	HMBX 291161	88	HMBX 291309
57	HMBX 291162	89	HMBX 291312
58	HMBX 291163	90	HMBX 291315
59	HMBX 291164	91	HMBX 291316
60	HMBX 291166	92	HMBX 291321
61	HMBX 291169	93	HMBX 291322
62	HMBX 291170	94	HMBX 291323
63	HMBX 291171	95	HMBX 291325
64	HMBX 291174	96	HMBX 291328
65	HMBX 291175	97	HMBX 291329
66	HMBX 291176	98	HMBX 291330
99	HMBX 291331	131	HMBX 291396
100	HMBX 291334	132	HMBX 291398
101	HMBX 291335	133	HMBX 291399
102	HMBX 291336	134	HMBX 291403
103	HMBX 291340	135	HMBX 291404
104	HMBX 291342	136	HMBX 291405
105	HMBX 291344	137	HMBX 291302
106	HMBX 291347	138	HMBX 291308
107	HMBX 291348	139	HMBX 291313
108	HMBX 291349	140	HMBX 291314

109	HMBX 291351	141	HMBX 291317
110	HMBX 291352	142	HMBX 291327
111	HMBX 291355	143	HMBX 291332
112	HMBX 291357	144	HMBX 291337
113	HMBX 291358	145	HMBX 291339
114	HMBX 291361	146	HMBX 291350
115	HMBX 291363	147	HMBX 291356
116	HMBX 291364	148	HMBX 291359
117	HMBX 291365	149	HMBX 291360
118	HMBX 291367	150	HMBX 291374
119	HMBX 291369	151	HMBX 291378
120	HMBX 291370	152	HMBX 291381
121	HMBX 291372	153	HMBX 291388
122	HMBX 291373	154	HMBX 291389
123	HMBX 291377	155	HMBX 291391
124	HMBX 291379	156	HMBX 291392
125	HMBX 291380	157	HMBX 291393
126	HMBX 291382	158	HMBX 291394
127	HMBX 291383	159	HMBX 291395
128	HMBX 291384	160	HMBX 291400
129	HMBX 291385	161	HMBX 291401
130	HMBX 291386	162	HMBX 291402

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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:

9/25/13

Edward M Luria

Edward M. Luria