

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

April 22, 2014

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 Sixth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of April 21, 2014, 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  
April 22, 2014  
Page 2

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

328 gondola railcars within the series MBKX 301301 – MBKX 302168 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 Sixth Amendment to Amended and Restated Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/sem  
Enclosures

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

This Memorandum of Sixth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of April 21, 2014 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; ALF VII, LLC, an Illinois limited liability company; and ALF II, INC., an Illinois corporation; 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 Sixth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 21, 2014 (the “Sixth Amendment to Security Agreement”).

Pursuant to the Sixth 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.

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

By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

On this 21 of April, 2014, 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 4/25/17

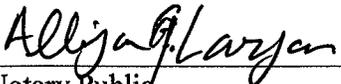


ALF P-I, INC., an Illinois corporation

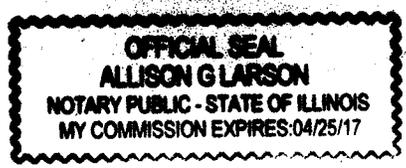
By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )    SS:  
COUNTY OF COOK            )

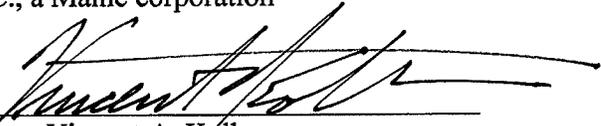
On this 21 of April, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires 4/25/17



BANGOR & AROOSTOOK HOLDINGS,  
INC., a Maine corporation

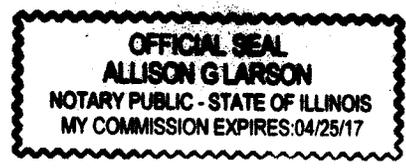
By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )     SS:

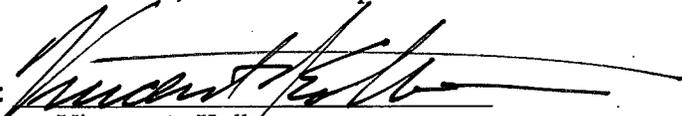
On this 21 day of April, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17



RESIDUAL BASED FINANCE  
CORPORATION, an Illinois corporation

By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )    SS:

On this 21 day of April, 2014, 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 4/25/17



ALF P-III, INC., an Illinois corporation

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

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

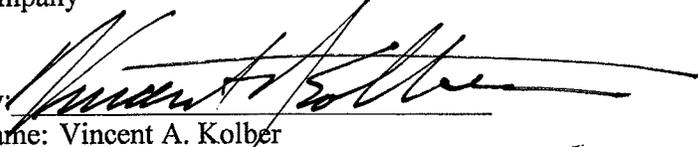
On this 21 day of April, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Allison G Larson*  
Notary Public

My Commission Expires 4/25/17



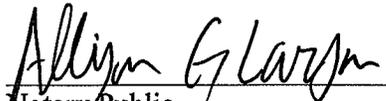
RLH1 LLC, a Delaware limited liability company

By:   
Name: Vincent A. Kolber  
Title: Manager

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )

SS:

On this 21 day of April, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is Manager of RLH1 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 4/25/17



ALF IV, INC., an Illinois corporation

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

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

On this 21 day of April, 2014, 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.

*Allison G Larson*  
Notary Public

My Commission Expires 4/25/17

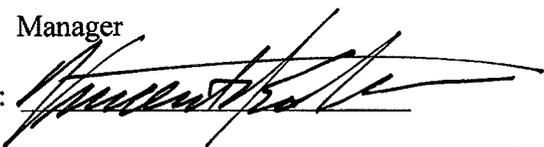




ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

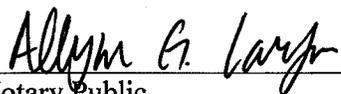
By: 

Name: Vincent A. Kolber

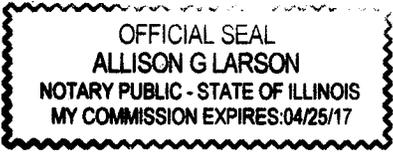
Title: President

STATE OF ILLINOIS                    )  
  )        SS:  
COUNTY OF COOK                    )

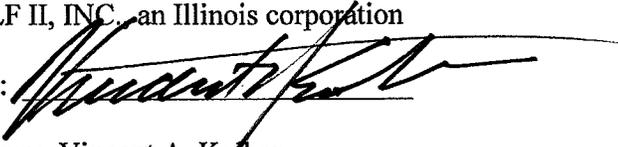
On this 21 day of April, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of the Manager of ALF VII, LLC, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17



ALF II, INC. an Illinois corporation

By: 

Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS            )  
  )    SS:  
COUNTY OF COOK            )

On this 21 day of April, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of the President of ALF 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 4/25/17



Agreed and accepted:

**Bank:**

MB FINANCIAL BANK, N.A., a national banking association, as Administrative Agent under the Amended and Restated Master Loan Agreement

By: Keith J. Niebrugge  
Name: Keith J. Niebrugge  
Title: Senior Vice President

STATE OF Illinois )  
 )  
COUNTY OF Cook )

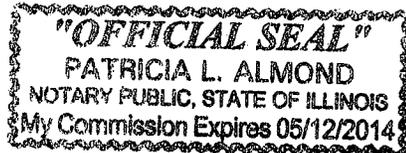
SS:

On this 14 day of April, 2014, before me personally appeared Keith J. Niebrugge, to me personally known, who being duly sworn, stated that he is the Senior Vice President of MB FINANCIAL BANK, N.A., as Administrative Agent, 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.

Patricia L. Almond

Notary Public

My Commission Expires



## EXHIBIT A

### Reporting marks and identifying numbers

Three hundred twenty-eight (328) 1999 built Johnstown America Aluminum Outside Stake, Bethgon Coalporter, Rotary Coupled Gondola, 4480 Cubic Foot Capacity, 286,000# Gross Rail Load railcars, bearing the following road marks and numbers:

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	301301	39	MBKX	301410	77	MBKX	301518
2	MBKX	301305	40	MBKX	301412	78	MBKX	301522
3	MBKX	301308	41	MBKX	301413	79	MBKX	301523
4	MBKX	301309	42	MBKX	301414	80	MBKX	301525
5	MBKX	301311	43	MBKX	301415	81	MBKX	301529
6	MBKX	301315	44	MBKX	301428	82	MBKX	301530
7	MBKX	301318	45	MBKX	301429	83	MBKX	301534
8	MBKX	301321	46	MBKX	301430	84	MBKX	301535
9	MBKX	301325	47	MBKX	301437	85	MBKX	301537
10	MBKX	301329	48	MBKX	301438	86	MBKX	301539
11	MBKX	301331	49	MBKX	301441	87	MBKX	301543
12	MBKX	301334	50	MBKX	301442	88	MBKX	301544
13	MBKX	301340	51	MBKX	301444	89	MBKX	301547
14	MBKX	301342	52	MBKX	301448	90	MBKX	301551
15	MBKX	301343	53	MBKX	301455	91	MBKX	301553
16	MBKX	301350	54	MBKX	301462	92	MBKX	301556
17	MBKX	301352	55	MBKX	301470	93	MBKX	301561
18	MBKX	301354	56	MBKX	301471	94	MBKX	301563
19	MBKX	301360	57	MBKX	301472	95	MBKX	301564
20	MBKX	301365	58	MBKX	301473	96	MBKX	301567
21	MBKX	301368	59	MBKX	301479	97	MBKX	301569
22	MBKX	301369	60	MBKX	301480	98	MBKX	301573
23	MBKX	301373	61	MBKX	301481	99	MBKX	301574
24	MBKX	301375	62	MBKX	301483	100	MBKX	301575
25	MBKX	301376	63	MBKX	301488	101	MBKX	301578
26	MBKX	301381	64	MBKX	301491	102	MBKX	301581
27	MBKX	301382	65	MBKX	301492	103	MBKX	301585
28	MBKX	301383	66	MBKX	301496	104	MBKX	301589
29	MBKX	301387	67	MBKX	301497	105	MBKX	301593
30	MBKX	301389	68	MBKX	301498	106	MBKX	301596
31	MBKX	301391	69	MBKX	301499	107	MBKX	301597
32	MBKX	301395	70	MBKX	301500	108	MBKX	301598
33	MBKX	301396	71	MBKX	301501	109	MBKX	301604
34	MBKX	301402	72	MBKX	301504	110	MBKX	301605
35	MBKX	301403	73	MBKX	301508	111	MBKX	301606
36	MBKX	301405	74	MBKX	301510	112	MBKX	301607
37	MBKX	301406	75	MBKX	301511	113	MBKX	301611
38	MBKX	301407	76	MBKX	301514	114	MBKX	301612

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
115	MBKX	301614	160	MBKX	301748	205	MBKX	301841
116	MBKX	301615	161	MBKX	301752	206	MBKX	301847
117	MBKX	301617	162	MBKX	301754	207	MBKX	301851
118	MBKX	301618	163	MBKX	301755	208	MBKX	301852
119	MBKX	301622	164	MBKX	301757	209	MBKX	301853
120	MBKX	301624	165	MBKX	301764	210	MBKX	301854
121	MBKX	301632	166	MBKX	301765	211	MBKX	301860
122	MBKX	301634	167	MBKX	301767	212	MBKX	301865
123	MBKX	301636	168	MBKX	301768	213	MBKX	301866
124	MBKX	301638	169	MBKX	301769	214	MBKX	301868
125	MBKX	301640	170	MBKX	301770	215	MBKX	301870
126	MBKX	301644	171	MBKX	301771	216	MBKX	301873
127	MBKX	301648	172	MBKX	301774	217	MBKX	301874
128	MBKX	301657	173	MBKX	301775	218	MBKX	301893
129	MBKX	301659	174	MBKX	301777	219	MBKX	301894
130	MBKX	301660	175	MBKX	301778	220	MBKX	301900
131	MBKX	301662	176	MBKX	301781	221	MBKX	301906
132	MBKX	301665	177	MBKX	301784	222	MBKX	301910
133	MBKX	301673	178	MBKX	301786	223	MBKX	301911
134	MBKX	301674	179	MBKX	301787	224	MBKX	301913
135	MBKX	301676	180	MBKX	301790	225	MBKX	301915
136	MBKX	301677	181	MBKX	301795	226	MBKX	301916
137	MBKX	301678	182	MBKX	301796	227	MBKX	301918
138	MBKX	301679	183	MBKX	301799	228	MBKX	301919
139	MBKX	301685	184	MBKX	301800	229	MBKX	301924
140	MBKX	301686	185	MBKX	301803	230	MBKX	301927
141	MBKX	301688	186	MBKX	301805	231	MBKX	301929
142	MBKX	301689	187	MBKX	301806	232	MBKX	301932
143	MBKX	301690	188	MBKX	301807	233	MBKX	301933
144	MBKX	301691	189	MBKX	301808	234	MBKX	301934
145	MBKX	301692	190	MBKX	301809	235	MBKX	301936
146	MBKX	301699	191	MBKX	301810	236	MBKX	301945
147	MBKX	301701	192	MBKX	301812	237	MBKX	301947
148	MBKX	301705	193	MBKX	301813	238	MBKX	301948
149	MBKX	301709	194	MBKX	301814	239	MBKX	301949
150	MBKX	301710	195	MBKX	301818	240	MBKX	301952
151	MBKX	301712	196	MBKX	301820	241	MBKX	301955
152	MBKX	301714	197	MBKX	301824	242	MBKX	301956
153	MBKX	301716	198	MBKX	301828	243	MBKX	301957
154	MBKX	301717	199	MBKX	301829	244	MBKX	301960
155	MBKX	301718	200	MBKX	301830	245	MBKX	301967
156	MBKX	301725	201	MBKX	301833	246	MBKX	301969
157	MBKX	301726	202	MBKX	301834	247	MBKX	301972
158	MBKX	301731	203	MBKX	301839	248	MBKX	301977
159	MBKX	301732	204	MBKX	301840	249	MBKX	301978

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
250	MBKX	301979	277	MBKX	302032	304	MBKX	302104
251	MBKX	301980	278	MBKX	302033	305	MBKX	302106
252	MBKX	301981	279	MBKX	302039	306	MBKX	302113
253	MBKX	301983	280	MBKX	302043	307	MBKX	302114
254	MBKX	301987	281	MBKX	302047	308	MBKX	302115
255	MBKX	301988	282	MBKX	302050	309	MBKX	302117
256	MBKX	301991	283	MBKX	302052	310	MBKX	302121
257	MBKX	301992	284	MBKX	302053	311	MBKX	302124
258	MBKX	301993	285	MBKX	302054	312	MBKX	302127
259	MBKX	301994	286	MBKX	302059	313	MBKX	302129
260	MBKX	301995	287	MBKX	302061	314	MBKX	302130
261	MBKX	301997	288	MBKX	302068	315	MBKX	302131
262	MBKX	302000	289	MBKX	302069	316	MBKX	302133
263	MBKX	302001	290	MBKX	302070	317	MBKX	302136
264	MBKX	302004	291	MBKX	302074	318	MBKX	302137
265	MBKX	302005	292	MBKX	302077	319	MBKX	302138
266	MBKX	302006	293	MBKX	302081	320	MBKX	302149
267	MBKX	302008	294	MBKX	302084	321	MBKX	302150
268	MBKX	302011	295	MBKX	302087	322	MBKX	302151
269	MBKX	302013	296	MBKX	302089	323	MBKX	302152
270	MBKX	302017	297	MBKX	302090	324	MBKX	302157
271	MBKX	302018	298	MBKX	302095	325	MBKX	302160
272	MBKX	302019	299	MBKX	302097	326	MBKX	302161
273	MBKX	302020	300	MBKX	302098	327	MBKX	302165
274	MBKX	302027	301	MBKX	302100	328	MBKX	302168
275	MBKX	302029	302	MBKX	302101			
276	MBKX	302030	303	MBKX	302103			

**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: April 22, 2014

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria