

November 27, 2013 04:10 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW

SURFACE TRANSPORTATION BOARD

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)

November 27, 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 Fifth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of November 27, 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
November 27, 2013
Page 2

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

134 gondola railcars: MBKX 300520 – MBKX 300653; 50 covered hopper railcars within the series TIMX 88005 – TIMX 88490 and 47 railcars within the series PAL 2153 – PAL 2245 as more particularly set forth in the attachment to the document.

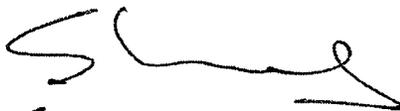
A short summary of the document to appear in the index is:

Memorandum of Fifth 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,

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 FIFTH AMENDMENT TO AMENDED AND RESTATED
MASTER RAILROAD SECURITY AGREEMENT

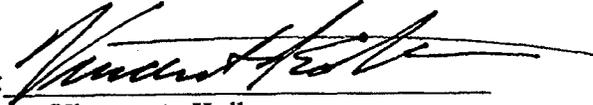
This Memorandum of Fifth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of November 27, 2013 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("RBFC"); and ALF P-II, INC., an Illinois corporation; ALF P-III, Inc., an Illinois corporation; 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; 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 Fifth Amendment to Amended and Restated Master Railroad Security Agreement dated as of November 27, 2013 (the "Fifth Amendment to Security Agreement").

Pursuant to the Fifth 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 Fifth 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]

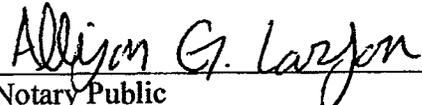
Grantor:
ALF P-II, INC., an Illinois corporation

By: 
Name: Vincent A. Kolber
Title: President

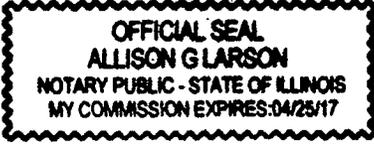
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

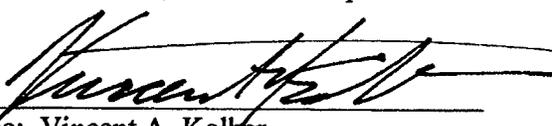
On this 27th of November, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of ALF P-II, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires 04/25/17

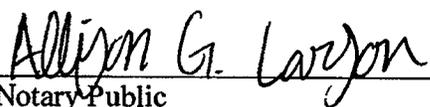


RESIDUAL BASED FINANCE
CORPORATION, an Illinois corporation

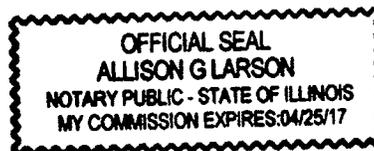
By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

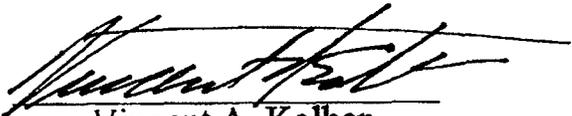
On this 27th day of November, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires 04/25/17

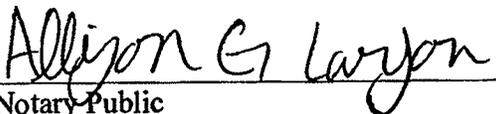


ALF P-III, INC., an Illinois corporation

By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

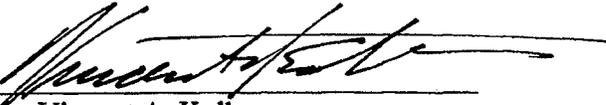
On this 27th day of November, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires 04/25/17



ALF P-I, INC., an Illinois corporation

By: 

Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

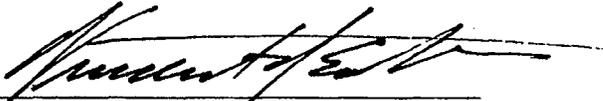
On this 27th of November, 2013, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires 04/25/17



BANGOR & AROOSTOOK HOLDINGS,
INC., a Maine corporation

By: 

Name: Vincent A. Kolber

Title: President

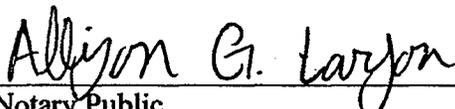
STATE OF ILLINOIS)

)

SS:

COUNTY OF COOK)

On this 27th day of November, 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 04/25/17



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 27th day of November, 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.

Allison G. Larson
Notary Public

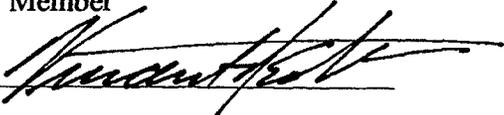
My Commission Expires *04/25/17*



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

By: RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation

Its: Member

By: 

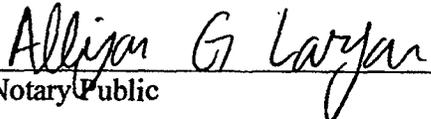
Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 27th day of November, 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

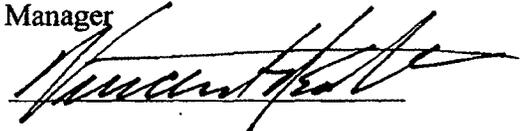
My Commission Expires 04/25/17



ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

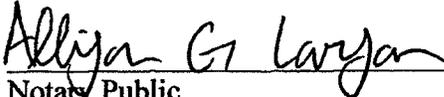
By: 

Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 27th day of November, 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.

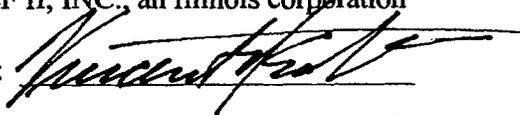


Notary Public

My Commission Expires 04/25/17



ALF II, INC., an Illinois corporation

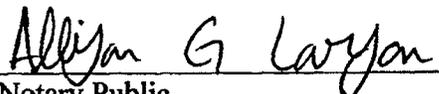
By: 

Name: Vincent A. Kolber

Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 27th day of November, 2013, 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 04/25/17

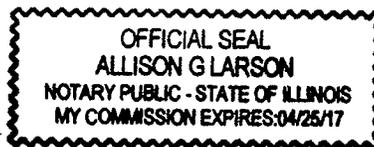


EXHIBIT A

Reporting marks and identifying numbers

CSX

134 Aluminum Gondolas

(Added to the Contingent Liability Insurance)

| | Mark | Number |
|----|------|--------|
| 1 | MBKX | 300520 |
| 2 | MBKX | 300521 |
| 3 | MBKX | 300522 |
| 4 | MBKX | 300523 |
| 5 | MBKX | 300524 |
| 6 | MBKX | 300525 |
| 7 | MBKX | 300526 |
| 8 | MBKX | 300527 |
| 9 | MBKX | 300528 |
| 10 | MBKX | 300529 |
| 11 | MBKX | 300530 |
| 12 | MBKX | 300531 |
| 13 | MBKX | 300532 |
| 14 | MBKX | 300533 |
| 15 | MBKX | 300534 |
| 16 | MBKX | 300535 |
| 17 | MBKX | 300536 |
| 18 | MBKX | 300537 |
| 19 | MBKX | 300538 |
| 20 | MBKX | 300539 |
| 21 | MBKX | 300540 |
| 22 | MBKX | 300541 |
| 23 | MBKX | 300542 |
| 24 | MBKX | 300543 |
| 25 | MBKX | 300544 |
| 26 | MBKX | 300545 |
| 27 | MBKX | 300546 |
| 28 | MBKX | 300547 |
| 29 | MBKX | 300548 |
| 30 | MBKX | 300549 |
| 31 | MBKX | 300550 |
| 32 | MBKX | 300551 |
| 33 | MBKX | 300552 |
| 34 | MBKX | 300553 |
| 35 | MBKX | 300554 |
| 36 | MBKX | 300555 |
| 37 | MBKX | 300556 |
| 38 | MBKX | 300557 |
| 39 | MBKX | 300558 |
| 40 | MBKX | 300559 |
| 41 | MBKX | 300560 |
| 42 | MBKX | 300561 |

| | Mark | Number |
|----|------|--------|
| 50 | MBKX | 300569 |
| 51 | MBKX | 300570 |
| 52 | MBKX | 300571 |
| 53 | MBKX | 300572 |
| 54 | MBKX | 300573 |
| 55 | MBKX | 300574 |
| 56 | MBKX | 300575 |
| 57 | MBKX | 300576 |
| 58 | MBKX | 300577 |
| 59 | MBKX | 300578 |
| 60 | MBKX | 300579 |
| 61 | MBKX | 300580 |
| 62 | MBKX | 300581 |
| 63 | MBKX | 300582 |
| 64 | MBKX | 300583 |
| 65 | MBKX | 300584 |
| 66 | MBKX | 300585 |
| 67 | MBKX | 300586 |
| 68 | MBKX | 300587 |
| 69 | MBKX | 300588 |
| 70 | MBKX | 300589 |
| 71 | MBKX | 300590 |
| 72 | MBKX | 300591 |
| 73 | MBKX | 300592 |
| 74 | MBKX | 300593 |
| 75 | MBKX | 300594 |
| 76 | MBKX | 300595 |
| 77 | MBKX | 300596 |
| 78 | MBKX | 300597 |
| 79 | MBKX | 300598 |
| 80 | MBKX | 300599 |
| 81 | MBKX | 300600 |
| 82 | MBKX | 300601 |
| 83 | MBKX | 300602 |
| 84 | MBKX | 300603 |
| 85 | MBKX | 300604 |
| 86 | MBKX | 300605 |
| 87 | MBKX | 300606 |
| 88 | MBKX | 300607 |
| 89 | MBKX | 300608 |
| 90 | MBKX | 300609 |
| 91 | MBKX | 300610 |

| | Mark | Number |
|-----|------|--------|
| 99 | MBKX | 300618 |
| 100 | MBKX | 300619 |
| 101 | MBKX | 300620 |
| 102 | MBKX | 300621 |
| 103 | MBKX | 300622 |
| 104 | MBKX | 300623 |
| 105 | MBKX | 300624 |
| 106 | MBKX | 300625 |
| 107 | MBKX | 300626 |
| 108 | MBKX | 300627 |
| 109 | MBKX | 300628 |
| 110 | MBKX | 300629 |
| 111 | MBKX | 300630 |
| 112 | MBKX | 300631 |
| 113 | MBKX | 300632 |
| 114 | MBKX | 300633 |
| 115 | MBKX | 300634 |
| 116 | MBKX | 300635 |
| 117 | MBKX | 300636 |
| 118 | MBKX | 300637 |
| 119 | MBKX | 300638 |
| 120 | MBKX | 300639 |
| 121 | MBKX | 300640 |
| 122 | MBKX | 300641 |
| 123 | MBKX | 300642 |
| 124 | MBKX | 300643 |
| 125 | MBKX | 300644 |
| 126 | MBKX | 300645 |
| 127 | MBKX | 300646 |
| 128 | MBKX | 300647 |
| 129 | MBKX | 300648 |
| 130 | MBKX | 300649 |
| 131 | MBKX | 300650 |
| 132 | MBKX | 300651 |
| 133 | MBKX | 300652 |
| 134 | MBKX | 300653 |

| | | |
|----|------|--------|
| 43 | MBKX | 300562 |
| 44 | MBKX | 300563 |
| 45 | MBKX | 300564 |
| 46 | MBKX | 300565 |
| 47 | MBKX | 300566 |
| 48 | MBKX | 300567 |
| 49 | MBKX | 300568 |

| | | |
|----|------|--------|
| 92 | MBKX | 300611 |
| 93 | MBKX | 300612 |
| 94 | MBKX | 300613 |
| 95 | MBKX | 300614 |
| 96 | MBKX | 300615 |
| 97 | MBKX | 300616 |
| 98 | MBKX | 300617 |

50 Covered Hoppers

DuPont

| | |
|---------|-------|
| 1 TIMX | 88005 |
| 2 TIMX | 88009 |
| 3 TIMX | 88012 |
| 4 TIMX | 88014 |
| 5 TIMX | 88017 |
| 6 TIMX | 88020 |
| 7 TIMX | 88022 |
| 8 TIMX | 88023 |
| 9 TIMX | 88028 |
| 10 TIMX | 88035 |
| 11 TIMX | 88037 |
| 12 TIMX | 88047 |
| 13 TIMX | 88061 |
| 14 TIMX | 88074 |
| 15 TIMX | 88075 |
| 16 TIMX | 88076 |
| 17 TIMX | 88077 |
| 18 TIMX | 88079 |
| 19 TIMX | 88081 |
| 20 TIMX | 88084 |
| 21 TIMX | 88085 |
| 22 TIMX | 88089 |
| 23 TIMX | 88203 |
| 24 TIMX | 88207 |
| 25 TIMX | 88209 |
| 26 TIMX | 88215 |
| 27 TIMX | 88226 |
| 28 TIMX | 88230 |
| 29 TIMX | 88234 |
| 30 TIMX | 88236 |
| 31 TIMX | 88240 |
| 32 TIMX | 88241 |
| 33 TIMX | 88248 |
| 34 TIMX | 88256 |
| 35 TIMX | 88259 |
| 36 TIMX | 88265 |
| 37 TIMX | 88272 |
| 38 TIMX | 88288 |
| 39 TIMX | 88407 |
| 40 TIMX | 88425 |
| 41 TIMX | 88439 |
| 42 TIMX | 88441 |
| 43 TIMX | 88445 |
| 44 TIMX | 88446 |
| 45 TIMX | 88447 |
| 46 TIMX | 88459 |
| 47 TIMX | 88460 |
| 48 TIMX | 88483 |
| 49 TIMX | 88485 |
| 50 TIMX | 88490 |

Paducah & Louisville (47 Cars)

| | |
|--------|------|
| 1 PAL | 2153 |
| 2 PAL | 2155 |
| 3 PAL | 2162 |
| 4 PAL | 2164 |
| 5 PAL | 2167 |
| 6 PAL | 2169 |
| 7 PAL | 2172 |
| 8 PAL | 2174 |
| 9 PAL | 2176 |
| 10 PAL | 2179 |
| 11 PAL | 2181 |
| 12 PAL | 2189 |
| 13 PAL | 2192 |
| 14 PAL | 2193 |
| 15 PAL | 2194 |
| 16 PAL | 2195 |
| 17 PAL | 2197 |
| 18 PAL | 2199 |
| 19 PAL | 2200 |
| 20 PAL | 2201 |
| 21 PAL | 2202 |
| 22 PAL | 2204 |
| 23 PAL | 2205 |
| 24 PAL | 2206 |
| 25 PAL | 2208 |
| 26 PAL | 2209 |
| 27 PAL | 2210 |
| 28 PAL | 2211 |
| 29 PAL | 2212 |
| 30 PAL | 2213 |
| 31 PAL | 2214 |
| 32 PAL | 2215 |
| 33 PAL | 2216 |
| 34 PAL | 2217 |
| 35 PAL | 2218 |
| 36 PAL | 2219 |
| 37 PAL | 2220 |
| 38 PAL | 2226 |
| 39 PAL | 2227 |
| 40 PAL | 2228 |
| 41 PAL | 2229 |
| 42 PAL | 2234 |
| 43 PAL | 2236 |
| 44 PAL | 2237 |

| | |
|--------|------|
| 45 PAL | 2238 |
| 46 PAL | 2241 |
| 47 PAL | 2245 |

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:

4/27/13

Edward M Luria

Edward M. Luria